

## **BOND FINANCING COMMITTEE MEETING**

at the offices of the  
New York State Urban Development Corporation  
d/b/a Empire State Development Corporation  
633 Third Avenue – 37<sup>th</sup> Floor Conference Room  
New York, N.Y. 10017

Wednesday

September 21, 2022 – 11:00 a.m.

### **AGENDA**

#### **I. FOR CONSIDERATION**

- A. Issuance of State Personal Income Tax Revenue Bonds and/or State Sales Tax Revenue Bonds - Authorization to Approve the Resolution Concerning the Sale and Issuance by the New York State Urban Development Corporation (the “Corporation”) of State Personal Income Tax Revenue Bonds (General Purpose) and/or State Sales Tax Revenue Bonds and Authorization to Perform Certain Acts for the Corporation in Connection with the Issuance of Such Bonds and to Take Related Actions

**Item I. A.**



FOR CONSIDERATION

September 21, 2022

TO: The Bond Financing Committee Members

FROM: Hope Knight

SUBJECT: Issuance of State Personal Income Tax Revenue Bonds and/or State Sales Tax Revenue Bonds

REQUEST FOR: Authorization to Approve the Resolution Concerning the Sale and Issuance by the New York State Urban Development Corporation (the “Corporation”) of State Personal Income Tax Revenue Bonds (General Purpose) and/or State Sales Tax Revenue Bonds and Authorization to Perform Certain Acts for the Corporation in Connection with the Issuance of Such Bonds and to Take Related Actions

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I. INTRODUCTION/BACKGROUND

The Bond Financing Committee of the New York State Urban Development Corporation d/b/a Empire State Development (the “Corporation”) is being asked to approve the forms of the supplemental resolution, preliminary official statement and official statement, notice of sale, supplemental schedule to financing agreement and related documents in connection with the proposed sale and delivery of the Corporation’s State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) and State Personal Income Tax Revenue Bonds (General Purpose), Series 2022B (Federally Taxable) (collectively, the “Authorized PIT Bonds”) and the delegation of the powers to determine the terms and conditions of the proposed sale of the Authorized PIT Bonds to certain officers and employees of the Corporation, and to award the Authorized PIT Bonds to one or more successful bidders if, as currently expected, the Authorized PIT Bonds are sold by public competitive sales.

The Authorized PIT Bonds will be issued by the Corporation pursuant to the Revenue Bond Financing Program and will be secured by a pledge of financing agreement payments payable from amounts legally required to be deposited into the Revenue Bond Tax Fund by New York State (the “State”). The Revenue Bond Tax Fund receives a statutory allocation of (i) 50% of State personal income tax receipts, (ii) 50% of the receipts from the New York State Employer Compensation Expense Program (the “ECEP”) and (iii) 50% of pass-through entity tax receipts imposed by Article 24-A of the New York State Tax Law (“PTET”). Distributions of such funds are subject to annual appropriations by the State Legislature.

The Corporation currently plans to issue the Authorized PIT Bonds under the “New York State Urban Development Corporation State Personal Income Revenue Bonds (General Purpose) General Bond Resolution” adopted on November 16, 2009, as supplemented (the “PIT General Resolution”) and the “New York State Urban Development Corporation d/b/a Empire State Development Corporation Supplemental Resolution 2022-1 Authorizing State Personal Income Tax Revenue Bonds (General Purpose)” (the “PIT Supplemental Resolution”). The PIT General Resolution includes the “State Personal Income Tax Revenue Bonds Standard Resolution Provisions” and authorizes the issuance of the Bonds pursuant to a supplemental resolution. The Bond Financing Committee is being asked to adopt the PIT Supplemental Resolution.

In order to provide maximum flexibility in terms of market conditions and the timing of issuances of other authorized State-supported debt and consistent with the attached resolution (the “Bond Financing Committee Resolution”) and September PACB Approval (described below), it is proposed that the Bond Financing Committee also approve Supplemental Resolution 2022-1 Authorizing State Sales Tax Revenue Bonds (the “ST Supplemental Resolution” and together with the PIT Supplemental Resolution, the “Supplemental Resolutions”) and related documents. The ST Supplemental Resolution authorizes the issuance of the State Sales Tax Revenue Bonds, Series 2022A (Tax-Exempt) and State Sales Tax Revenue Bonds, Series 2022B (Federally Taxable) (collectively, the “Authorized ST Bonds” and together with the Authorized PIT Bonds, the “Authorized Bonds”) pursuant to the New York State Urban Development Corporation State Sales Tax Revenue Bonds General Bond Resolution adopted on September 19, 2019, as supplemented (the “ST General Resolution”).

In the event that the Corporation issues any Authorized ST Bonds, such Bonds will be issued pursuant to the Sales Tax Revenue Bond Financing Program and will be secured by a pledge of financing agreement payments from amounts legally required to be deposited into the Sales Tax Revenue Bond Tax Fund. The Sales Tax Revenue Bond Tax Fund receives a statutory allocation of New York State Sales Tax Receipts (net of amounts the Commissioner of Taxation may determine to be necessary for refunds) in an amount equal to a two percent rate of taxation (equivalent to two cents on every dollar taxed) from the New York State Sales Tax Receipts.

**Each of the Supplemental Resolutions authorizes, *individually and in the aggregate*, the issuance of up to \$2,600,000,000 of the respective Authorized Bonds authorized thereby. Therefore, (i) the PIT Supplemental Resolution provides that the authority to issue Authorized PIT Bonds thereunder shall be automatically reduced by the principal amount of Authorized ST Bonds issued under the ST Supplemental Resolution, and (ii) the ST Supplemental Resolution provides that the principal amount of Authorized ST Bonds that may be issued thereunder shall be automatically reduced by the principal amount of Authorized PIT Bonds issued under PIT Supplemental Resolution.**

The Bond Financing Committee previously approved Master Continuing Disclosure Agreements that will apply to the Authorized Bonds, the appointment of co-bond counsel and the submission of an application to the Public Authorities Control Board (“PACB”) for the authorization to fund the projects or programs for which the Authorized Bonds will be issued. On

September 14, 2022, the PACB approved such application and authorized State Sales Tax Revenue Bonds and/or State Personal Income Tax Revenue Bonds (General Purpose) in an amount not to exceed \$2,600,000,000 (the “September PACB Approval”).

## II. THE AUTHORIZED BONDS

The Authorized Bonds are currently expected to include two separate series of bonds, each issued pursuant to the PIT General Resolution and the PIT Supplemental Resolution. A portion of the Authorized Bonds are expected to be issued as fixed rate tax-exempt bonds. A portion of the Authorized Bonds are expected to be issued as fixed rate, federally taxable bonds.

The Authorized Bonds are expected to be offered pursuant to one or more preliminary official statements (each a “Preliminary Official Statement”) and sold pursuant to separate notices of sale (the “Notices of Sale”).

Pursuant to a Financing Agreement between the Corporation and the State, dated December 1, 2009, as supplemented, the State agrees to pay to the Corporation (the “PIT Financing Agreement”), subject to appropriation, in accordance with Article 5-C of the State Finance Law, amounts sufficient to pay the debt service on the Authorized PIT Bonds. In connection with the issuance of the Authorized PIT Bonds, the Bond Financing Committee is being asked to approve a Supplemental Schedule to the PIT Financing Agreement (the “PIT Supplemental Schedule”) that will describe the Authorized PIT Bonds.

Pursuant to the State Sales Tax Revenue Bonds Financing Agreement, dated October 1, 2019, as supplemented, between the Corporation and the State (the “ST Financing Agreement” and together with the “PIT Financing Agreement,” the “Financing Agreements”), the State has agreed, subject to annual appropriation, to pay amounts sufficient to pay debt service coming due on the Authorized ST Bonds (“ST Financing Agreement Payments”). The ST Financing Agreement Payments are payable from the amounts legally required to be deposited into the Sales Tax Revenue Bond Tax Fund to provide for the payment of debt service on all State Sales Tax Revenue Bonds, including the Authorized ST Bonds. In connection with the issuance of any Authorized ST Bonds, the Bond Financing Committee is being asked to approve a Supplemental Schedule to the ST Financing Agreement (the “ST Supplemental Schedule” and together with the PIT Supplemental Schedule, the “Supplemental Schedules”) that will describe the Authorized ST Bonds.

The Authorized Bonds are being issued to finance projects relating to State facilities, economic development activities and certain other State-supported activities, and may refund certain outstanding State-supported debt previously issued by the Corporation and other authorized issuers of State-supported debt (including the payment of any amounts necessary to terminate or reinstate any interest rate exchange agreement related to the bonds being refunded). The State programs and the authority for their funding are more fully listed in the Supplemental Resolutions. The Authorized Bond issuance costs will be paid with proceeds from the Authorized Bonds. In the event the Authorized Bonds are not issued but there are costs associated with terminating or reinstating any interest rate exchange agreement, the

Corporation is authorized to pay such costs from amounts received under the Financing Agreement.

III. ENVIRONMENTAL REVIEW

The authorization to approve the sale and issuance of bonds constitutes a Type II action as defined by the New York State Environmental Quality Review Act (“SEQRA”) and, therefore, no further environmental review is required in connection with this authorization. Prior to the approval of bond financed funding for individual projects, any applicable environmental review will have been or will be completed pursuant to SEQRA.

IV. REQUESTED ACTION

In accordance with the attached resolution (the “Bond Financing Committee Resolution”), you are hereby requested to adopt the Supplemental Resolutions, approve the form of the Supplemental Schedules, authorize the sale of Authorized Bonds on a public, competitive basis pursuant to the applicable Notice of Sale appended to the applicable Preliminary Official Statement or by private sale pursuant to a bond purchase agreement substantially in the form previously approved by the Corporation; approve the form of the Preliminary Official Statements and official statements and various documents connected with the sale and delivery of the Authorized Bonds, and authorize certain officers and employees of the Corporation to take all actions deemed necessary to: (i) accomplish the final sale and delivery of the Authorized Bonds and (ii) refund certain outstanding State-supported debt previously issued by the Corporation and other authorized issuers of State-supported debt (including the payment of any amounts necessary to terminate or reinstate any interest rate exchange agreement related to the bonds being refunded).

Please note that by approving the Bond Financing Committee Resolution you will be: (a) establishing an aggregate maximum par amount of Authorized Bonds that may be issued; establishing the maximum true interest cost for each series of the Authorized Bonds; and (b) delegating to certain officers and employees the power to (i) determine the terms of the Authorized Bonds within the parameters set forth therein, including, but not limited to, the final aggregate principal amount of the Authorized Bonds, the principal amount of each series of the Authorized Bonds, the principal amount of the Authorized Bonds maturing in each year, the final maturity date(s) for such Authorized Bonds and the interest rates of the Authorized Bonds, and (ii) make such changes to the related documents as he or she deems necessary and appropriate.

V. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested action.

VI. ATTACHMENT

Bond Financing Committee Resolution with the following exhibits:

- Exhibit A Supplemental Resolutions for the Authorized Bonds
- Exhibit B Form of Supplemental Schedules to Financing Agreements for the Authorized Bonds
- Exhibit C Preliminary Official Statements and Notices of Sale for the Authorized Bonds

September 21, 2022

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT —Issuance of State Personal Income Tax Revenue Bonds (General Purpose) and/or State Sales Tax Revenue Bonds - Authorization to Approve the Resolution Concerning the Sale and Issuance by the New York State Urban Development Corporation (the “Corporation”) of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) and Series 2022B (Federally Taxable) (the “Authorized PIT Bonds) and/or “State Sales Tax Revenue Bonds, Series 2022A (Tax-Exempt) and Series 2022B (Federally Taxable) (the “Authorized ST Bonds” and, together with the Authorized PIT Bonds, the “Authorized Bonds”) and Authorization to Perform Certain Acts for the Corporation in Connection with the Issuance of Such Authorized Bonds and to Take Related Actions

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WHEREAS, pursuant to the New York State Urban Development Corporation Act, Chapter 174 of the Laws of 1968, as amended and supplemented (the “Act”) and Article 5-C of the State Finance Law, the Corporation is authorized to issue bonds for any corporate purposes of the Corporation under and pursuant to the State Personal Income Tax Revenue Bonds (General Purpose) General Bond Resolution adopted by the Directors of the Corporation on November 16, 2009, as supplemented (the “PIT General Resolution”); and

WHEREAS, pursuant to the Act and Article 5-F of the State Finance Law, the New York State Urban Development Corporation (the “Corporation”) is further authorized to issue bonds for any corporate purposes of the Corporation under and pursuant to the State Sales Tax Revenue Bonds General Bond Resolution adopted by the Directors of the Corporation on September 19, 2019, as supplemented (the “ST General Resolution” and together with the PIT General Resolution, the “General Resolutions”);

WHEREAS, on August 23, 1995, the Directors of the Corporation adopted a resolution appointing this Bond Financing Committee and delegating to this Bond Financing Committee responsibility for all future activities including the sale or issuance of bonds or notes issued by the Corporation, including the Authorized Bonds and including, without limitation, the adoption of the Supplemental Resolutions described below, the issuance, sale and delivery of the Authorized Bonds, and the preparation, negotiation and approval of appropriate documents in connection therewith; and

WHEREAS, the proceeds of the Authorized Bonds will be used to finance certain New York State (“State”) projects and programs administered by State public benefit corporations or agencies (collectively, the “Projects”) including but not limited to reimbursing the State for money heretofore advanced by it for such Projects, and may refund certain outstanding State-supported debt previously issued by the Corporation and other authorized issuers of State-supported debt, including the payment of any amounts necessary to terminate any interest rate exchange agreement related to the bonds being refunded); and

WHEREAS, the Bonds being issued to finance the Projects are being issued pursuant to certain project acts and related appropriations acts (the "Project Acts"); and

WHEREAS, the Authorized Bonds shall be fixed rate bonds and are expected to be sold at separate competitive public sales pursuant to which, in each case, different maturity groups of each series may be sold to different bidders; and

WHEREAS, the interest on the federally tax-exempt Authorized Bonds shall be exempt from federal income taxation and the interest on the federally taxable Authorized Bonds shall be subject to federal income taxation; and

WHEREAS, the Corporation is required (i) by Article 1-A, Sections 50 and 51, of the Public Authorities Law of the State to obtain the approval of the Public Authorities Control Board (the "PACB") for the issuance and sale of the Authorized Bonds, and (ii) by the Act and Articles 5-C and 5-F of the State Finance Law to obtain the written approval of the State Comptroller for the sale of the Authorized Bonds and the terms thereof if such sale be a private sale to other than the State Comptroller; and

WHEREAS, the Corporation has already obtained or will obtain the required approvals of the Director of the Budget and the PACB; and if required, the State Comptroller prior to the delivery of the Authorized Bonds; and

WHEREAS, each General Resolution authorizes the issuance of one or more series of bonds for the purposes set forth therein and containing certain other terms, restrictions and covenants with respect to such bonds and the security pledged to the payment thereof; and

WHEREAS, officers of the Corporation have caused to be prepared draft resolutions entitled (i) "Supplemental Resolution 2022-1 Authorizing State Personal Income Tax Revenue Bonds (General Purpose)" (the "PIT Supplemental Resolution") pursuant to which the Corporation will authorize the issuance of the Authorized PIT Bonds and (ii) "Supplemental Resolution 2022-1 Authorizing State Sales Tax Revenue Bonds" (the "ST Supplemental Resolution" and together with the PIT Supplemental Resolution, the "Supplemental Resolutions), pursuant to which the Corporation will authorize the issuance of the Authorized ST Bonds; and

WHEREAS, the Corporation proposes to execute and deliver (i) a Supplemental Schedule (the "PIT Supplemental Schedule") to the State Personal Income Tax Revenue Bonds (General Purpose) Financing Agreement, dated as of December 1, 2009, as supplemented, between the Corporation and the State (the "PIT Financing Agreement") to provide for the pledge of financing agreement payments to secure the Authorized PIT Bonds, and (ii) a Supplemental Schedule (the "ST Supplemental Schedule") to the State Sales Tax Revenue Bonds Financing Agreement, dated as of October 1, 2019, as supplemented, between the Corporation and the State (the "ST Financing Agreement" together with the PIT Financing Agreement, the "Financing Agreements"), to provide for the pledge of financing agreement payments to secure the Authorized ST Bonds; and

WHEREAS, officers and employees of the Corporation have caused to be prepared a draft Preliminary Official Statement relating to the Authorized PIT Bonds (the “PIT Preliminary Official Statement”) and draft Notices of Sale attached thereto (the “PIT Notices of Sale), and a form of Preliminary Official Statement relating to the Authorized ST Bonds (the “ST Preliminary Official Statement” and together with the PIT Preliminary Official Statement, the “Preliminary Official Statements”) that contains the Notices of Sales, if applicable (the “ST Notices of Sales” and together with the PIT Notices of Sale, the Notices of Sale); and

WHEREAS, certain of the officers and employees of the Corporation intend to participate in the preparation of a final official statement (the “Official Statement”) to be used in connection with the issuance and sale of the Authorized Bonds; and

NOW THEREFORE, this Bond Financing Committee, in the name and on behalf of the Corporation, hereby adopts the following which shall be considered a single resolution:

I. Supplemental Resolutions

RESOLVED, that the Supplemental Resolutions of the Corporation presented to this meeting, copies of which shall be annexed to this resolution as Exhibit A, are hereby adopted and approved, with such modifications therein and additions thereto or deletions therefrom prior to the issuance and delivery of the Authorized Bonds as may be approved by an Authorized Officer (hereinafter defined); and, subject to the terms of such Supplemental Resolutions, further

II. Supplemental Schedules

RESOLVED, that the Supplemental Schedules to the Financing Agreements presented to this meeting, forms of which shall be annexed to this resolution as Exhibit B, are hereby adopted and approved, and any Authorized Officer is hereby authorized and directed to execute and deliver the Supplemental Schedules prior to the issuance and delivery of the Authorized Bonds, with such changes therein and additions thereto or deletions therefrom as the Authorized Officer executing the same may approve, such execution to be conclusive evidence of such Authorized Officer’s approval; and further

III. Preliminary Official Statements and Notices of Sale

RESOLVED, that the Preliminary Official Statements of the Corporation and Notices of Sale presented to this meeting, copies of which shall be annexed hereto as Exhibit C, are hereby authorized and approved with such changes therein and additions thereto or deletions therefrom as an Authorized Officer may approve, and the distribution thereof and publication on the Internet in connection with the public offering of the Authorized Bonds is hereby authorized, such distribution to be conclusive evidence of such Authorized Officer’s approval; and further

IV. Official Statements

RESOLVED, that any Authorized Officer is hereby authorized and directed to make such changes to a Preliminary Official Statement as an Authorized Officer executing the same may

approve to create a final Official Statement, and to execute and deliver the same on behalf of the Corporation, such execution to be conclusive evidence of such Authorized Officer's approval; and further

V. Terms of the Bonds

RESOLVED, that the power (i) to establish the final aggregate principal amount of the Authorized Bonds at not greater than \$2,600,000,000, the principal amount of the Authorized Bonds maturing in each year, the final maturity date for the Authorized Bonds of each series (which shall not be later than the date 30 years after the date of issuance or, where the bonds are issued to refund other bonds, not to exceed the fiscal year of the final maturity of the bonds to be refunded on an aggregate basis), the interest rates of the Authorized Bonds of each series, and the true interest cost of the Authorized Bonds of each series (which true interest cost may not exceed 7.5% for the tax-exempt Authorized Bonds and 10.0% for the taxable Authorized Bonds), the redemption provisions of each series of the Authorized Bonds, the particular programs or projects to be financed and/or the particular bonds to be refunded (and the payment of any amounts required in connection with any modification, reinstatement or termination of any interest rate exchange agreements relating to the bonds to be refunded), with the proceeds of each series of the Authorized Bonds and other details of the Authorized Bonds and the plan of finance relating thereto, and the date of sale of the Authorized Bonds (the "Terms"); (ii) to sell each series of the Authorized Bonds at a public, competitive sale pursuant to the applicable Notice of Sale or by private sale pursuant to a bond purchase agreement; and (iii) to execute and deliver any and all documents required thereby or in connection therewith including, without limitation, documents relating to the modification, reinstatement or termination of any interest rate exchange agreements relating to certain bonds being refunded by the Authorized Bonds, is hereby delegated to the Treasurer of the Corporation (or, in such officer's absence, any other Authorized Officer of the Corporation), and action taken by the Treasurer or any other Authorized Officer shall be sufficient, and the approval of the Bond Financing Committee shall be conclusively determined from the signature of any such Authorized Officer on the document or documents evidencing such determinations; that the Supplemental Resolutions shall be conformed thereto, with the Terms inserted effective as of the date hereof; and that all other documents relating to the Authorized Bonds shall similarly, as appropriate, be conformed thereto; and, in the event the Authorized Bonds are not issued but there are costs associated with terminating or reinstating any interest rate exchange agreement, the Corporation is authorized to pay such costs from amounts received under the Financing Agreement; and further

VI. Sale and Issuance of the Authorized Bonds

RESOLVED, the Corporation shall issue and deliver each series of Authorized Bonds pursuant to the applicable Notice of Sale or bond purchase agreement and shall apply the proceeds thereof in accordance with the applicable General Resolution and applicable Supplemental Resolution and certain other certificates to be delivered upon issuance of the respective series of the Authorized Bonds; and further

VII. Authorized Officers

RESOLVED, that each of the President and Chief Executive Officer, the Chief Financial Officer, the Executive Vice President-Legal and General Counsel, the Deputy General Counsel, any Senior Vice President, any Vice President, the Treasurer, the Controller, the Secretary, and the Assistant Secretary of the Corporation, and any person duly authorized to act in such capacity, is designated an "Authorized Officer" for the purposes of this resolution; and further

VIII. Appointment of Trustees

RESOLVED, that in connection with the Authorized Bonds, the Corporation shall appoint The Bank of New York Mellon as the Trustee and as the Paying Agent under the applicable General Resolution; and further

IX. Further Action

RESOLVED, that the Authorized Officers or their designee(s) are each hereby authorized and directed to approve and execute such documents, make such payments and take such other actions, in the name of the Corporation and on its behalf, as he or she may reasonably deem necessary or appropriate to carry out the foregoing resolutions, including without limitation the execution and delivery of the Authorized Bonds, the acquisition of investments and/or the entering into investment agreements in connection with the Authorized Bonds and certifying as to certain federal income tax matters, and that all such actions heretofore taken in connection with the Authorized Bonds by any Authorized Officer, or his or her designee(s), are hereby ratified and approved. Delivery of any documents authorized hereunder shall constitute conclusive evidence of the Corporation's due authorization and approval thereof.

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# **Exhibit A**

**Supplemental Resolutions  
for the Authorized Bonds**

# **Exhibit A-1**

**PIT 2022 Supplemental Resolution**

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

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**Supplemental Resolution 2022-1**

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**Authorizing  
State Personal Income Tax  
Revenue Bonds (General Purpose)**

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**Adopted September 21, 2022**

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**SUPPLEMENTAL RESOLUTION 2022-1**

**AUTHORIZING**

**STATE PERSONAL INCOME TAX REVENUE BONDS (GENERAL PURPOSE)**

**BE IT RESOLVED BY THE NEW YORK STATE URBAN DEVELOPMENT CORPORATION AS FOLLOWS:**

**ARTICLE I.**

**DEFINITIONS AND STATUTORY AUTHORITY**

**SECTION 1.01 Supplemental Resolution 2022-1.** This Supplemental Resolution 2022-1 Authorizing State Personal Income Tax Revenue Bonds is supplemental to, and is adopted in accordance with Section 104 of the New York State Urban Development Corporation State Personal Income Tax Revenue Bonds (General Purpose) General Bond Resolution adopted by the Corporation on November 16, 2009, as supplemented (the “Resolution”).”

**SECTION 1.02 Definitions.** (a) All terms which are defined in Section 1.01 of the Resolution and Article A-1 of Annex A of the Resolution, unless otherwise defined herein, shall have the same meanings, respectively, in this Supplemental Resolution 2022-1 as such terms are given therein.

(a) In addition, as used in this Supplemental Resolution 2022-1, unless a different meaning clearly appears from the context the following words shall have the following respective meanings.

“**Series 2022-1 Bonds**” means the Bonds of one or more Series or subseries authorized by Article II of this Supplemental Resolution 2022-1.

“**Supplemental Schedule**” means Supplemental Schedule XVI to the Financing Agreement.

“**Supplemental Resolution 2022-1**” means this Supplemental Resolution 2022-1 Authorizing State Personal Income Tax Revenue Bonds.

“**Tax Certificate**” means, a certificate or certificates of the Corporation as to arbitrage and compliance with the provisions of Section 103(a) of the Code executed in connection with the issuance of Series 2022-1 Bonds issued as Tax-Exempt Bonds.

“**Tax-Exempt Bonds**” means Bonds the interest on which is intended to be excluded from gross income for purposes of federal income taxation.

“**Taxable Bonds**” means Bonds the interest on which is intended to be included in gross income for purposes of federal income taxation.

(b) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include firms, associations and corporations, including public bodies, as well as natural persons.

(c) The terms “hereby,” “hereof,” “hereto,” “herein” and “hereunder” and any similar terms, as used in this Supplemental Resolution 2022-1, refer to this Supplemental Resolution 2022-1.

**SECTION 1.03 Authority for Supplemental Resolution 2022-1.** This Supplemental Resolution 2022-1 is adopted pursuant to the provisions of the Resolution and the provisions of the New York State Urban Development Corporation Act and the Project Acts as listed in Exhibit A hereto, Chapter 174 of the Laws of 1968, as amended and supplemented, Part I of Chapter 383 of the Laws of New York of 2001, as amended and supplemented, the provisions of State law that authorize the issuance of the Bonds for Authorized Purposes (as defined in the Resolution), and Article 5-c of the State Finance Law, Chapter 5 of the Consolidated Laws of the State of New York, as amended and supplemented.

## **ARTICLE II.**

### **AMENDMENTS TO THE RESOLUTION**

**SECTION 2.01 Amendments to the Resolution.** Pursuant to Section A-1002 of the Resolution, the Resolution is hereby amended as follows:

(1) Section A-609 of the Resolution is hereby amended as follows (additional language is double underscored):

**“Section A-609. Agreement With the State.** Notwithstanding any other provision of the Resolution, nothing contained in the Acts or the Resolution shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to taxes imposed pursuant to Article 22, Article 24, and Article 24-A of the Tax Law. The Issuer and the Holders of the Bonds, Bond Anticipation Notes, Parity Reimbursement Obligations and other obligations issued under the Resolution expressly agree that it shall be an integral part of the contract arising under the Resolution that no default thereunder occur as a result of the State exercising its right to amend, repeal, modify or otherwise alter any such tax.”

**SECTION 2.02 Resolution.** Attached hereto as Exhibit B is the Resolution, as amended by this Supplemental Resolution.

**SECTION 2.03 Ratification and Confirmation of the Resolution.** Except as hereby expressly amended, the Resolution is in all respects ratified and confirmed, and all terms, provisions and conditions thereof shall be and remain in full force and effect.

## ARTICLE III.

### AUTHORIZATION, TERMS AND ISSUANCE OF THE SERIES 2022-1 BONDS

**SECTION 3.01 Authorization of Series 2022-1 Bonds, Principal Amount, Designation and Series.** One or more Series or subseries of Bonds entitled to the benefit, protection and security of the Resolution are hereby authorized to be issued on one or more dates in an aggregate principal amount not to exceed \$2,600,000,000. Such Series of Bonds shall be designated as and shall be distinguished from the Bonds of all other Series by such title or titles as set forth in the related Certificate of Determination, pursuant to and subject to the terms, conditions and limitations established in the Resolution and this Supplemental Resolution 2022-1.

**SECTION 3.02 Purposes.** The purposes for which the Series 2022-1 Bonds may be issued are to (i) the Costs of the Project in connection with any Authorized Purpose, including but not limited to: Correctional Facilities, Division of Military and Naval Affairs, Division of State Police, Economic Development projects, Environmental projects, Housing, Information Technology projects, SAM, State Facilities, SUNY projects and Youth Facilities; (ii) the refunding of State-Supported debt previously issued by the Corporation and other authorized issuers of State-Supported Debt (the "Refunded Bonds"), including paying the costs of any interest rate exchange agreement terminations or reinstatements relating to the Refunded Bonds; and (iii) the Costs of Issuance of the Series 2022-1 Bonds. In the event that the Series 2022-1 Bonds are not issued but there are costs associated with terminating or reinstating any interest rate exchange agreement, the Corporation is authorized to pay such costs from amounts received under the applicable financing agreement.

**SECTION 3.03 Delegation of Authority.** There is hereby delegated to any Authorized Officer of the Corporation, subject to the limitations contained herein and in the Resolution, the power with respect to each series of the Series 2022-1 Bonds to determine and carry out the following:

(a) The sale of such Series 2022-1 Bonds at public or private sale on a negotiated basis or through competitive bidding; approve the terms of and publication of one or more official statements describing the Series 2022-1 Bonds; select the underwriter or underwriters for such Series 2022-1 Bonds and execute a contract or contracts of purchase on behalf of the Corporation, if such Series 2022-1 Bonds are sold on a negotiated basis, and circulate or publish a notice of sale and select the manner in which the winning bid or bids will be selected and the Series 2022-1 Bonds awarded, if such Series 2022-1 Bonds are sold on a competitive basis; provided, however, that in the case of a private sale the purchase price shall not be less than ninety percent (90%) of the principal amount of the Series 2022-1 Bonds sold;

(b) The principal amount of Series 2022-1 Bonds to be issued, and whether such Series shall be sold separately or together with other Series of Bonds and whether any such Series 2022-1 Bonds shall be consolidated into a single Series with any other Series of Bonds authorized to be issued under the Resolution and any Supplemental Resolution authorized pursuant thereto; provided, however, that the aggregate principal amount of Series 2022-1 Bonds to be issued shall not exceed the limitation thereon set forth in Section 2.01 hereof;

(c) In connection with each issue of Series 2022-1 Bonds, the Record Date or Dates, the date or dates, maturity date or dates and principal amount of each maturity of the Series 2022-1 Bonds, and the amount and date of each Sinking Fund Installment, if any, and which Series 2022-1 Bonds are Serial Bonds or Term Bonds, if any; provided, however, that no Series 2022-1 Bond shall mature later than the thirtieth anniversary of the date on which such Series 2022-1 Bonds were issued; provided, further, that Series 2022-1 Bonds issued to refund other bonds shall not mature later than the fiscal year of the final maturity of the bonds being refunded;

(d) The Series 2022-1 Bonds which are Variable Interest Rate Bonds, if any, and the Series 2022-1 Bonds which are Put Bonds, if any, and any matters related thereto, including (i) the terms and provisions of any such Series 2022-1 Bonds, including provisions regarding tender for purchase or redemption thereof and payment of the purchase or Redemption Price thereof, (ii) the selection of remarketing agents, market agents, auction agents, dealers or any other agents or parties to ancillary arrangements and the terms of any such arrangements, (iii) the manner of determining specified matters relating to the defeasance of such Series 2022-1 Bonds and (iv) the methods for determining the accrual of Debt Service;

(e) Except in the case of Capital Appreciation Bonds and Deferred Income Bonds, the interest rate or rates, if any, of the Series 2022-1 Bonds that are fixed rate bonds, the initial interest rate or rates on Series 2022-1 Bonds that are Variable Interest Rate Bonds and the manner for determining the subsequent rate or rates of interest thereon, the date from which interest on the Series 2022-1 Bonds shall accrue and the interest payment dates therefor; provided, however, that the true interest cost (as determined by an Authorized Officer of the Corporation, which determination shall be conclusive) on the Series 2022-1 Bonds that are fixed rate bonds, and the initial rate of interest on the Series 2022-1 Bonds that are Variable Interest Rate Bonds, shall not exceed seven and one-half percent (7.5%) per annum if issued as Tax-Exempt Bonds and ten percent (10.0%) per annum if issued as Taxable Bonds, or such other rate or rates per annum as the resolution of the New York State Public Authorities Control Board approving issuance of the Series 2022-1 Bonds may establish;

(f) The Series 2022-1 Bonds which are Capital Appreciation Bonds, if any, the Valuation Dates for such Bonds and the Accreted Value on each such Valuation Date;

(g) The Series 2022-1 Bonds which are Deferred Income Bonds, if any, the Valuation Dates and the Interest Commencement Date for such Bond and the Accreted Value on each such date;

(h) The Series 2022-1 Bonds that are Tax-Exempt Bonds and Taxable Bonds;

(i) The provisions relating to (a) any Credit Facility or other similar financial arrangement entered into in connection with the issuance of the Series 2022-1 Bonds, and (b) the obligations payable thereunder and the agreements or instruments, if any, to be entered into therewith;

(j) The denomination or denominations of and the manner of numbering and lettering the Series 2022-1 Bonds;

(k) The Series 2022-1 Bonds which are Book Entry Bonds, if any, and the Depository therefor;

(l) The Redemption Price or Redemption Prices, if any, and, subject to Article IV of the Resolution, the redemption terms, if any, for the Series 2022-1 Bonds; which Redemption Price of any Series 2022-1 Bonds subject to redemption at the election or direction of the Corporation may be equal to a percentage of the principal amount of the Series 2022-1 Bonds to be redeemed, plus accrued interest thereon to the date of redemption, and/or may alternatively be determined by a formula which is intended to “make whole” the holders of such 2022-1 Bonds by setting a Redemption Price based on the expected rate of return to such holders;

(m) Provisions for the sale or exchange of the Series 2022-1 Bonds and for the delivery thereof;

(n) The form of the Series 2022-1 Bonds and the form of the Trustee’s certificate of authentication thereon;

(o) Provisions with respect to funds and accounts and subaccounts therein, if applicable, and the Revenues and application thereof, as provided in Article V of the Resolution and Article IV hereof;

(p) Directions for the application of the proceeds of the Series 2022-1 Bonds;

(q) Whether the Series 2022-1 Bonds will be issued in one or more Series at one or more times and the principal amount, designations and tax status of interest thereon of each such Series, and whether the Series 2022-1 Bonds of any Series shall be issued in subseries, the number of subseries and the principal amount, designations and tax status of interest thereon of each subseries; and

(r) The authority to make such other determinations and to take such other actions deemed advisable by an Authorized Officer of the Corporation in connection with the issuance, sale and delivery of the Series 2022-1 Bonds authorized hereby, not in conflict with the provisions hereof or of the Resolution.

Such Authorized Officer shall execute one or more Certificates of Determination evidencing determinations or other actions taken pursuant to the authority granted herein or in the Resolution, and any such Certificate of Determination shall be conclusive evidence of the action or determination of such Authorized Officer as stated therein.

In connection with any Series 2022-1 Bonds sold on a negotiated basis, any Authorized Officer of the Corporation is hereby authorized to execute one or more Bond Purchase Agreements in the name and on behalf of the Corporation, in such form and containing such terms and conditions as may be approved by said Authorized Officer.

**SECTION 3.04 Official Statements; Sale of Series 2022-1 Bonds.** (a) The form of a Preliminary Official Statement, as presented at this meeting, is hereby approved. The distribution in connection with the offering and sale of any Series of Series 2022-1 Bonds of one or more Preliminary Official Statements in such form, with such changes, insertions and omissions as an

Authorized Officer of the Corporation deems advisable, is hereby authorized. In connection with any competitive sale of the Series 2022-1 Bonds, any Authorized Officer of the Corporation is also authorized and directed to publish one or more notices of sale and to distribute to prospective purchasers all documents as deemed necessary or desirable to effect a sale of the Series 2022-1 Bonds.

(b) Any Authorized Officer of the Corporation is hereby authorized to execute and deliver, in the name and on behalf of the Corporation, one or more final Official Statements in substantially the form of the Preliminary Official Statement, with such changes, insertions and omissions as said Authorized Officer deems advisable, and to permit the distribution of said Official Statements in connection with the offering and sale of the Series 2022-1 Bonds.

**SECTION 3.05 Execution of Documents.** Any Authorized Officer of the Corporation is hereby authorized to execute and deliver, in the name and on behalf of the Corporation, any and all documents and instruments, including, without limitation, the Supplemental Schedule, all documents, agreements and instruments necessary to effect the refunding of the Refunded Bonds and the modification, reinstatement or termination of any interest rate exchange agreements relating to those Refunded Bonds, agreements providing for credit enhancement and liquidity with respect to the Series 2022-1 Bonds, and any agreements with the applicable State agencies, authorities or other entities in order to effect the transactions for which the Series 2022-1 Bonds shall be issued, and to do and cause to be done any and all acts and things, said Authorized Officer deems necessary or advisable in connection with the offering, sale and issuance of the Series 2022-1 Bonds and to carry out the transactions contemplated by this Supplemental Resolution 2022-1.

#### ARTICLE IV.

#### EXECUTION AND AUTHENTICATION OF THE SERIES 2022-1 BONDS

**SECTION 4.01 Execution and Authentication of Series 2022-1 Bonds.** Pursuant to the provisions of Section A-303 of Annex A to the Resolution, the President, Chief Executive Officer, Chief Financial and Administrative Officer or other Authorized Officer of the Corporation is hereby authorized and directed to execute by his manual or facsimile signature the Series 2022-1 Bonds in the name of the Corporation, and the corporate seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced thereon. The Secretary or an Assistant Secretary of the Corporation is hereby authorized and directed to attest by his manual or facsimile signature the execution of the Series 2022-1 Bonds.

The Trustee is hereby authorized to authenticate by manual or facsimile signature the Series 2022-1 Bonds, and deliver the same to or upon the order of the Corporation, in such amounts and at such times as the Trustee shall be directed in writing by an Authorized Officer.

**SECTION 4.02 No Recourse on Series 2022-1 Bonds.** No recourse shall be had for the payment of the principal, Sinking Fund Installments or Redemption Price of or interest on the Series 2022-1 Bonds or for any claim based thereon or on this Supplemental Resolution 2022-1 against any member, officer or employee of the Corporation or any person executing the

Series 2022-1 Bonds and neither the members of the Corporation nor any other person executing the Series 2022-1 Bonds of the Corporation shall be subject to any personal liability or accountability by reason of the issuance thereof, all such liability being expressly waived and released by every Holder of Series 2022-1 Bonds by the acceptance thereof.

## ARTICLE V.

### APPLICATION OF PROCEEDS

**SECTION 5.01 Application of Proceeds and Deposit of Moneys.** The Trustee shall apply the proceeds of the sale of the Series 2022-1 Bonds as follows: (a) the amount representing accrued interest on the Series 2022-1 Bonds from the date thereof to the date of delivery thereof shall be deposited in the Debt Service Fund, and (b) the balance thereof shall be deposited, in accordance with the written instructions of an Authorized Officer of the Corporation, in the Bond Proceeds Fund and any escrow funds established in connection with the refunding of any Refunded Bonds.

## ARTICLE VI.

### SPECIAL COVENANTS

**SECTION 6.01 Tax Exemption; Rebates.** In order to maintain the exclusion from gross income for purposes of federal income taxation of interest on the Series 2022-1 Bonds that are issued as Tax-Exempt Bonds, the Corporation shall comply with the provisions of the Code applicable to such Series 2022-1 Bonds, including without limitation the provisions of the Code relating to the computation of the yield on investments of the “gross proceeds” of such Series 2022-1 Bonds, as such term is defined in the Code, reporting of the earnings on such gross proceeds and rebates of earnings on such gross proceeds to the Department of the Treasury of the United States of America. In furtherance of the foregoing, the Corporation shall comply with the provisions of the Tax Certificate executed by the Corporation in connection with such Series 2022-1 Bonds.

The Corporation shall not take any action or fail to take any action which would cause such Series 2022-1 Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code; nor shall any part of the proceeds of such Series 2022-1 Bonds or any other funds of the Corporation be used directly or indirectly to acquire any securities or obligations the acquisition of which would cause any Tax-Exempt Series 2022-1 Bond to be an “arbitrage bond” within the meaning of Section 148(a) of the Code.

The Corporation shall make any and all payments required to be made to the Department of the Treasury of the United States of America in connection with such Series 2022-1 Bonds pursuant to Section 148(f) of the Code from amounts on deposit in the Arbitrage Rebate Fund and available therefor.

**SECTION 6.02 Survival of Covenants.** The obligation of the Corporation to comply with the provisions of Section 5.01 hereof with respect to the rebate to the Department of the Treasury of the United States of America relating to the Series 2022-1 Bonds which are issued as Tax-Exempt Bonds shall remain in full force and effect so long as the Corporation shall be

required by the Code to rebate such earnings on the gross proceeds of such Series 2022-1 Bonds notwithstanding that such Series 2022-1 Bonds are no longer Outstanding.

## ARTICLE VII.

### MISCELLANEOUS

**SECTION 7.01 Reduction in Principal Amount of Series 2022-1 Bonds Authorized Under Certain Circumstances.** The principal amount of Series 2022-1 Bonds authorized to be issued hereunder for the purposes described in Section 2.02 above shall, without further action on the part of the Corporation, be reduced by the principal amount of bonds previously issued under any Supplemental Resolution Authorizing the Corporation's State Sales Tax Revenue Bonds) (the "Sales Tax Supplemental Resolution") adopted by the Corporation in accordance with the State Sales Tax Revenue Bonds General Bond Resolution adopted on September 19, 2019 and the Corporation's Resolution adopted on September 9, 2022 authorizing the application to the Public Authorities Control Board with respect to such bonds (the "Related Sales Tax Bonds"). In no event shall the par amount of any bonds issued under this Supplemental Resolution and any Related Sales Tax Bonds exceed, in the aggregate, the par amount of \$2,600,000,000.

**SECTION 7.02 Authority to Deliver this Supplemental Resolution.** An Authorized Officer of the Corporation is hereby authorized and directed to deliver this Supplemental Resolution 2022-1 with such changes, insertions and omissions as may be approved by such Authorized Officer, such delivery being conclusive evidence of such approval; and *provided, however*, such changes, insertions and omissions shall not conflict with the provisions of the Resolution and shall be necessary to effectuate the intent of this Supplemental Resolution 2022-1.

**SECTION 7.03 When Effective.** This Supplemental Resolution 2022-1 shall become effective immediately upon the filing with the Trustee of a copy of this Supplemental Resolution 2022-1 certified by an Authorized Officer of the Corporation; *provided, however*, that if, prior to the issuance of the Series 2022-1 Bonds, the Trustee shall receive from or at the direction of the Corporation a security deposit or good faith deposit in connection with the sale of the Series 2022-1 Bonds or any other funds related to the Series 2022-1 Bonds, then the Trustee's appointment in connection with the Series 2022-1 Bonds shall be deemed to have occurred concurrently with such receipt and all provisions of the Resolution and this Supplemental Resolution 2022-1 relating to the Trustee's duties, obligations and standard of care shall apply as of such date.

**Exhibit A**

Project Acts

**Exhibit B**

Resolution

# **Exhibit A-2**

**Sales Tax 2022 Supplemental Resolution**

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

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**Supplemental Resolution 2022-1**

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**Authorizing  
State Sales Tax  
Revenue Bonds  
Adopted September 21, 2022**

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## SUPPLEMENTAL RESOLUTION 2022-1

### AUTHORIZING

### STATE SALES TAX REVENUE BONDS

BE IT RESOLVED BY THE NEW YORK STATE URBAN DEVELOPMENT CORPORATION AS FOLLOWS:

#### ARTICLE I.

##### DEFINITIONS AND STATUTORY AUTHORITY

**SECTION 1.01 Supplemental Resolution 2022-1.** This Supplemental Resolution 2022-1 Authorizing State Sales Tax Revenue Bonds is supplemental to, and constitutes a Supplemental Resolution within the meaning of and is adopted in accordance with Article A-IX of, the resolution adopted by the New York State Urban Development Corporation (the “Corporation”) on September 19, 2019 entitled “State Sales Tax Revenue Bonds General Bond Resolution Adopted September 19, 2019” and referred to herein as the “Resolution.”

**SECTION 1.02 Definitions.** (a) All terms which are defined in Section 1.01 of the Resolution and Article A-1 of Annex A of the Resolution, unless otherwise defined herein, shall have the same meanings, respectively, in this Supplemental Resolution 2022-1 as such terms are given therein.

(a) In addition, as used in this Supplemental Resolution 2022-1, unless a different meaning clearly appears from the context the following words shall have the following respective meanings.

“**Series 2022-1 Bonds**” means the Bonds of one or more Series or subseries authorized by Article II of this Supplemental Resolution 2022-1.

“**Supplemental Schedule**” means Supplemental Schedule IV to the Financing Agreement.

“**Supplemental Resolution 2022-1**” means this Supplemental Resolution 2022-1 Authorizing State Sales Tax Revenue Bonds.

“**Tax Certificate**” means, a certificate or certificates of the Corporation as to arbitrage and compliance with the provisions of Section 103(a) of the Code executed in connection with the issuance of Series 2022-1 Bonds issued as Tax-Exempt Bonds.

“**Tax-Exempt Bonds**” means Bonds the interest on which is intended to be excluded from gross income for purposes of federal income taxation.

“**Taxable Bonds**” means Bonds the interest on which is intended to be included in gross income for purposes of federal income taxation.

(b) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include firms, associations and corporations, including public bodies, as well as natural persons.

(c) The terms “hereby,” “hereof,” “hereto,” “herein” and “hereunder” and any similar terms, as used in this Supplemental Resolution 2022-1, refer to this Supplemental Resolution 2022-1.

**SECTION 1.03 Authority for Supplemental Resolution 2022-1.** This Supplemental Resolution 2022-1 is adopted pursuant to the provisions of the Resolution and the provisions of the New York State Urban Development Corporation Act and the Project Acts as listed in Exhibit A hereto, Chapter 174 of the Laws of 1968, as amended and supplemented, Part I of Chapter 383 of the Laws of New York of 2001, as amended and supplemented, the provisions of State law that authorize the issuance of the Bonds for Authorized Purposes (as defined in the Resolution), and Article 5-F of the State Finance Law, Chapter 5 of the Consolidated Laws of the State of New York, as amended and supplemented.

## ARTICLE II.

### AUTHORIZATION, TERMS AND ISSUANCE OF THE SERIES 2022-1 BONDS

**SECTION 2.01 Authorization of Series 2022-1 Bonds, Principal Amount, Designation and Series.** One or more Series or subseries of Bonds entitled to the benefit, protection and security of the Resolution are hereby authorized to be issued on one or more dates in an aggregate principal amount not to exceed \$2,600,000,000. Such Series of Bonds shall be designated as and shall be distinguished from the Bonds of all other Series by such title or titles as set forth in the related Certificate of Determination, pursuant to and subject to the terms, conditions and limitations established in the Resolution and this Supplemental Resolution 2022-1.

**SECTION 2.02 Purposes.** The purposes for which the Series 2022-1 Bonds may be issued are to finance or refinance (i) the Costs of the Project in connection with any Authorized Purpose, including but not limited to: Correctional Facilities, Division of Military and Naval Affairs, Division of State Police, Economic Development projects, Environmental projects, Housing, Information Technology projects, SAM, State Facilities, SUNY projects and Youth Facilities; (ii) the refunding of State-Supported debt previously issued by the Corporation and other authorized issuers of State-Supported Debt (the “Refunded Bonds”), including paying the costs of any interest rate exchange agreement terminations or reinstatements relating to the Refunded Bonds; and (iii) the Costs of Issuance of the Series 2022-1 Bonds. In the event that the Series 2022-1 Bonds are not issued but there are costs associated with terminating or reinstating any interest rate exchange agreement, the Corporation is authorized to pay such costs from amounts received under the applicable financing agreement.

**SECTION 2.03 Delegation of Authority.** There is hereby delegated to any Authorized Officer of the Corporation, subject to the limitations contained herein and in the Resolution, the power with respect to each series of the Series 2022-1 Bonds to determine and carry out the following:

(a) The sale of such Series 2022-1 Bonds at public or private sale on a negotiated basis or through competitive bidding; approve the terms of and publication of one or more official statements describing the Series 2022-1 Bonds; select the underwriter or underwriters for such Series 2022-1 Bonds and execute a contract or contracts of purchase on behalf of the Corporation, if such Series 2022-1 Bonds are sold on a negotiated basis, and circulate or publish a notice of sale and select the manner in which the winning bid or bids will be selected and the Series 2022-1 Bonds awarded, if such Series 2022-1 Bonds are sold on a competitive basis; provided, however, that in the case of a private sale the purchase price shall not be less than ninety percent (90%) of the principal amount of the Series 2022-1 Bonds sold;

(b) The principal amount of Series 2022-1 Bonds to be issued, and whether such Series shall be sold separately or together with other Series of Bonds and whether any such Series 2022-1 Bonds shall be consolidated into a single Series with any other Series of Bonds authorized to be issued under the Resolution and any Supplemental Resolution authorized pursuant thereto; provided, however, that the aggregate principal amount of Series 2022-1 Bonds to be issued shall not exceed the limitation thereon set forth in Section 2.01 hereof;

(c) In connection with each issue of Series 2022-1 Bonds, the Record Date or Dates, the date or dates, maturity date or dates and principal amount of each maturity of the Series 2022-1 Bonds, and the amount and date of each Sinking Fund Installment, if any, and which Series 2022-1 Bonds are Serial Bonds or Term Bonds, if any; provided, however, that no Series 2022-1 Bond shall mature later than the thirtieth anniversary of the date on which such Series 2022-1 Bonds were issued; provided, further, that Series 2022-1 Bonds issued to refund other bonds shall not mature later than the fiscal year of the final maturity of the bonds being refunded;

(d) The Series 2022-1 Bonds which are Variable Interest Rate Bonds, if any, and the Series 2022-1 Bonds which are Put Bonds, if any, and any matters related thereto, including (i) the terms and provisions of any such Series 2022-1 Bonds, including provisions regarding tender for purchase or redemption thereof and payment of the purchase or Redemption Price thereof, (ii) the selection of remarketing agents, market agents, auction agents, dealers or any other agents or parties to ancillary arrangements and the terms of any such arrangements, (iii) the manner of determining specified matters relating to the defeasance of such Series 2022-1 Bonds and (iv) the methods for determining the accrual of Debt Service;

(e) Except in the case of Capital Appreciation Bonds and Deferred Income Bonds, the interest rate or rates, if any, of the Series 2022-1 Bonds that are fixed rate bonds, the initial interest rate or rates on Series 2022-1 Bonds that are Variable Interest Rate Bonds and the manner for determining the subsequent rate or rates of interest thereon, the date from which interest on the Series 2022-1 Bonds shall accrue and the interest payment dates therefor; provided, however, that the true interest cost (as determined by an Authorized Officer of the Corporation, which determination shall be conclusive) on the Series 2022-1 Bonds that are fixed rate bonds, and the initial rate of interest on the Series 2022-1 Bonds that are Variable Interest Rate Bonds, shall not exceed seven and one-half percent (7.5%) per annum if issued as Tax-Exempt Bonds and ten percent (10.0%) per annum if issued as Taxable Bonds, or such other rate or rates per annum as the resolution of the New York State Public Authorities Control Board approving issuance of the Series 2022-1 Bonds may establish;

(f) The Series 2022-1 Bonds which are Capital Appreciation Bonds, if any, the Valuation Dates for such Bonds and the Accreted Value on each such Valuation Date;

(g) The Series 2022-1 Bonds which are Deferred Income Bonds, if any, the Valuation Dates and the Interest Commencement Date for such Bond and the Accreted Value on each such date;

(h) The Series 2022-1 Bonds that are Tax-Exempt Bonds and Taxable Bonds;

(i) The provisions relating to (a) any Credit Facility or other similar financial arrangement entered into in connection with the issuance of the Series 2022-1 Bonds, and (b) the obligations payable thereunder and the agreements or instruments, if any, to be entered into therewith;

(j) The denomination or denominations of and the manner of numbering and lettering the Series 2022-1 Bonds;

(k) The Series 2022-1 Bonds which are Book Entry Bonds, if any, and the Depository therefor;

(l) The Redemption Price or Redemption Prices, if any, and, subject to Article IV of the Resolution, the redemption terms, if any, for the Series 2022-1 Bonds; which Redemption Price of any Series 2022-1 Bonds subject to redemption at the election or direction of the Corporation may be equal to a percentage of the principal amount of the Series 2022-1 Bonds to be redeemed, plus accrued interest thereon to the date of redemption, and/or may alternatively be determined by a formula which is intended to “make whole” the holders of such 2022-1 Bonds by setting a Redemption Price based on the expected rate of return to such holders;

(m) Provisions for the sale or exchange of the Series 2022-1 Bonds and for the delivery thereof;

(n) The form of the Series 2022-1 Bonds and the form of the Trustee’s certificate of authentication thereon;

(o) Provisions with respect to funds and accounts and subaccounts therein, if applicable, and the Revenues and application thereof, as provided in Article V of the Resolution and Article IV hereof;

(p) Directions for the application of the proceeds of the Series 2022-1 Bonds;

(q) Whether the Series 2022-1 Bonds will be issued in one or more Series at one or more times and the principal amount, designations and tax status of interest thereon of each such Series, and whether the Series 2022-1 Bonds of any Series shall be issued in subseries, the number of subseries and the principal amount, designations and tax status of interest thereon of each subseries; and

(r) The authority to make such other determinations and to take such other actions deemed advisable by an Authorized Officer of the Corporation in connection with the issuance, sale and delivery of the Series 2022-1 Bonds authorized hereby, not in conflict with the provisions hereof or of the Resolution.

Such Authorized Officer shall execute one or more Certificates of Determination evidencing determinations or other actions taken pursuant to the authority granted herein or in the Resolution,

and any such Certificate of Determination shall be conclusive evidence of the action or determination of such Authorized Officer as stated therein.

In connection with any Series 2022-1 Bonds sold on a negotiated basis, any Authorized Officer of the Corporation is hereby authorized to execute one or more Bond Purchase Agreements in the name and on behalf of the Corporation, in such form and containing such terms and conditions as may be approved by said Authorized Officer.

**SECTION 2.04 Official Statements; Sale of Series 2022-1 Bonds.** (a) The form of a Preliminary Official Statement, as presented at this meeting, is hereby approved. The distribution in connection with the offering and sale of any Series of Series 2022-1 Bonds of one or more Preliminary Official Statements in such form, with such changes, insertions and omissions as an Authorized Officer of the Corporation deems advisable, is hereby authorized. In connection with any competitive sale of the Series 2022-1 Bonds, any Authorized Officer of the Corporation is also authorized and directed to publish one or more notices of sale and to distribute to prospective purchasers all documents as deemed necessary or desirable to effect a sale of the Series 2022-1 Bonds.

(b) Any Authorized Officer of the Corporation is hereby authorized to execute and deliver, in the name and on behalf of the Corporation, one or more final Official Statements in substantially the form of the Preliminary Official Statement, with such changes, insertions and omissions as said Authorized Officer deems advisable, and to permit the distribution of said Official Statements in connection with the offering and sale of the Series 2022-1 Bonds.

**SECTION 2.05 Execution of Documents.** Any Authorized Officer of the Corporation is hereby authorized to execute and deliver, in the name and on behalf of the Corporation, any and all documents and instruments, including, without limitation, the Supplemental Schedule, all documents, agreements and instruments necessary to effect the refunding of the Refunded Bonds and the modification, reinstatement or termination of any interest rate exchange agreements relating to those Refunded Bonds, agreements providing for credit enhancement and liquidity with respect to the Series 2022-1 Bonds, and any agreements with the applicable State agencies, authorities or other entities in order to effect the transactions for which the Series 2022-1 Bonds shall be issued, and to do and cause to be done any and all acts and things, said Authorized Officer deems necessary or advisable in connection with the offering, sale and issuance of the Series 2022-1 Bonds and to carry out the transactions contemplated by this Supplemental Resolution 2022-1.

### **ARTICLE III.**

#### **EXECUTION AND AUTHENTICATION OF THE SERIES 2022-1 BONDS**

**SECTION 3.01 Execution and Authentication of Series 2022-1 Bonds.** Pursuant to the provisions of Section A-303 of Annex A to the Resolution, the President, Chief Executive Officer, Chief Financial and Administrative Officer or other Authorized Officer of the Corporation is hereby authorized and directed to execute by his manual or facsimile signature the Series 2022-1 Bonds in the name of the Corporation. The Secretary or an Assistant Secretary of the Corporation is hereby authorized and directed to attest by his manual or facsimile signature the execution of the Series 2022-1 Bonds.

The Trustee is hereby authorized to authenticate by manual or facsimile signature the Series 2022-1 Bonds, and deliver the same to or upon the order of the Corporation, in such amounts and at such times as the Trustee shall be directed in writing by an Authorized Officer.

**SECTION 3.02 No Recourse on Series 2022-1 Bonds.** No recourse shall be had for the payment of the principal, Sinking Fund Installments or Redemption Price of or interest on the Series 2022-1 Bonds or for any claim based thereon or on this Supplemental Resolution 2022-1 against any member, officer or employee of the Corporation or any person executing the Series 2022-1 Bonds and neither the members of the Corporation nor any other person executing the Series 2022-1 Bonds of the Corporation shall be subject to any personal liability or accountability by reason of the issuance thereof, all such liability being expressly waived and released by every Holder of Series 2022-1 Bonds by the acceptance thereof.

#### **ARTICLE IV.**

##### **APPLICATION OF PROCEEDS**

**SECTION 4.01 Application of Proceeds and Deposit of Moneys.** The Trustee shall apply the proceeds of the sale of the Series 2022-1 Bonds as follows: (a) the amount representing accrued interest on the Series 2022-1 Bonds from the date thereof to the date of delivery thereof shall be deposited in the Debt Service Fund, and (b) the balance thereof shall be deposited, in accordance with the written instructions of an Authorized Officer of the Corporation, in the Bond Proceeds Fund and any escrow funds established in connection with the refunding of the Refunded Bonds.

#### **ARTICLE V.**

##### **SPECIAL COVENANTS**

**SECTION 5.01 Tax Exemption; Rebates.** In order to maintain the exclusion from gross income for purposes of federal income taxation of interest on the Series 2022-1 Bonds that are issued as Tax-Exempt Bonds, the Corporation shall comply with the provisions of the Code applicable to such Series 2022-1 Bonds, including without limitation the provisions of the Code relating to the computation of the yield on investments of the “gross proceeds” of such Series 2022-1 Bonds, as such term is defined in the Code, reporting of the earnings on such gross proceeds and rebates of earnings on such gross proceeds to the Department of the Treasury of the United States of America. In furtherance of the foregoing, the Corporation shall comply with the provisions of the Tax Certificate executed by the Corporation in connection with such Series 2022-1 Bonds.

The Corporation shall not take any action or fail to take any action which would cause such Series 2022-1 Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code; nor shall any part of the proceeds of such Series 2022-1 Bonds or any other funds of the Corporation be used directly or indirectly to acquire any securities or obligations the acquisition of which would cause any Tax-Exempt Series 2022-1 Bond to be an “arbitrage bond” within the meaning of Section 148(a) of the Code.

The Corporation shall make any and all payments required to be made to the Department of the Treasury of the United States of America in connection with such Series 2022-1 Bonds pursuant

to Section 148(f) of the Code from amounts on deposit in the Arbitrage Rebate Fund and available therefor.

**SECTION 5.02 Survival of Covenants.** The obligation of the Corporation to comply with the provisions of Section 5.01 hereof with respect to the rebate to the Department of the Treasury of the United States of America relating to the Series 2022-1 Bonds which are issued as Tax-Exempt Bonds shall remain in full force and effect so long as the Corporation shall be required by the Code to rebate such earnings on the gross proceeds of such Series 2022-1 Bonds notwithstanding that such Series 2022-1 Bonds are no longer Outstanding.

## ARTICLE VI.

### MISCELLANEOUS

**SECTION 6.01 Reduction in Principal Amount of Series 2022-1 Bonds Authorized Under Certain Circumstances.** The principal amount of Series 2022-1 Bonds authorized to be issued hereunder for the purposes described in Section 2.02 above shall, without further action on the part of the Corporation, be reduced by the principal amount of bonds hereafter issued under any Supplemental Resolution Authorizing the Corporation's State Personal Income Tax Revenue Bonds (General Purpose) (the "PIT Supplemental Resolution") adopted by the Corporation in accordance with the State Personal Income Tax Revenue Bonds (General Purpose) General Bond Resolution adopted on November 16, 2009 and the Corporation's Resolution adopted on September 9, 2022 authorizing the application to the Public Authorities Control Board with respect to such bonds (the "Related PIT Bonds"). In no event shall the par amount of any bonds issued under this Supplemental Resolution and any Related PIT Bonds exceed, in the aggregate, the par amount of \$2,600,000,000.

**SECTION 6.02 Authority to Deliver this Supplemental Resolution.** An Authorized Officer of the Corporation is hereby authorized and directed to deliver this Supplemental Resolution 2022-1 with such changes, insertions and omissions as may be approved by such Authorized Officer, such delivery being conclusive evidence of such approval; and *provided, however*, such changes, insertions and omissions shall not conflict with the provisions of the Resolution and shall be necessary to effectuate the intent of this Supplemental Resolution 2022-1.

**SECTION 6.03 When Effective.** This Supplemental Resolution 2022-1 shall become effective immediately upon the filing with the Trustee of a copy of this Supplemental Resolution 2022-1 certified by an Authorized Officer of the Corporation; *provided, however*, that if, prior to the issuance of the Series 2022-1 Bonds, the Trustee shall receive from or at the direction of the Corporation a security deposit or good faith deposit in connection with the sale of the Series 2022-1 Bonds or any other funds related to the Series 2022-1 Bonds, then the Trustee's appointment in connection with the Series 2022-1 Bonds shall be deemed to have occurred concurrently with such receipt and all provisions of the Resolution and this Supplemental Resolution 2022-1 relating to the Trustee's duties, obligations and standard of care shall apply as of such date.

**Exhibit A**

Project Acts

# **Exhibit B**

**Form of Supplemental Schedules  
to the Financing Agreements  
for the Authorized Bonds**

# **Exhibit B-1**

**PIT Form Supplemental Schedule**

Supplemental Schedule [ ] to  
New York State Urban Development Corporation  
State Personal Income Tax Revenue Bonds  
(General Purpose) Financing Agreement  
dated December 1, 2009 (the "Financing Agreement")

Pursuant to Section 1.5 of the Financing Agreement, the following Bonds are hereby made subject to the Financing Agreement for all purposes, including, but not limited to, debt service and related payments on the Bonds.

\$ \_\_\_\_\_  
New York State Urban Development Corporation  
State Personal Income Tax Revenue Bonds (General Purpose)  
Series 2022A (Tax-Exempt)

\$ \_\_\_\_\_  
New York State Urban Development Corporation  
State Personal Income Tax Revenue Bonds (General Purpose)  
Series 2022B (Federally Taxable)

Dated:

APPROVED:

**NEW YORK STATE URBAN  
DEVELOPMENT CORPORATION**

CERTIFIED:

**STATE OF NEW YORK**

By: \_\_\_\_\_  
Authorized Officer

By: \_\_\_\_\_  
Robert F. Mujica, Jr.  
Director of the Budget  
State of New York

# **Exhibit B-2**

**Sales Tax Form Supplemental Schedule**

Supplemental Schedule [ ] to  
New York State Urban Development Corporation  
State Sales Tax Revenue Bonds Financing Agreement  
dated October 1, 2019 (the "Financing Agreement")

Pursuant to Section 1.5 of the Financing Agreement, the following Bonds are hereby made subject to the Financing Agreement for all purposes, including, but not limited to, debt service and related payment on the Bonds.

\$ \_\_\_\_\_  
New York State Urban Development Corporation  
State Sales Tax Revenue Bonds,  
Series 20[ ] (Tax-Exempt)

\$ \_\_\_\_\_  
New York State Urban Development Corporation  
State Sales Tax Revenue Bonds,  
Series 20[ ] (Federally Taxable)

Dated:

APPROVED:

**NEW YORK STATE URBAN  
DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
Authorized Officer

CERTIFIED:

**STATE OF NEW YORK**

By: \_\_\_\_\_  
For: Robert F. Mujica Jr.  
Director of the Budget  
State of New York

# **Exhibit C**

**Preliminary Official Statements  
and Notices of Sale for the Authorized Bonds**

NEW ISSUE — BOOK-ENTRY ONLY



<p><b>\$(Par Amount)*</b>  <b>New York State Urban Development Corporation</b>  <b>State Personal Income Tax Revenue Bonds</b>  <b>(General Purpose)</b></p>	
<p><b>\$(2022A Par Amount)*</b>  <b>Series 2022A</b>  <b>(Tax-Exempt)</b></p>	<p><b>\$(2022B Par Amount)</b>  <b>Series 2022B*</b>  <b>(Federally Taxable)</b></p>
<p>Dated: Date of Delivery</p>	<p>Due: As shown on the inside cover pages</p>

The New York State Urban Development Corporation State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) (the “Series 2022A Bonds”), and the New York State Urban Development Corporation State Personal Income Tax Revenue Bonds (General Purpose), Series 2022B (Federally Taxable) (the “Series 2022B Bonds”; and, collectively with the Series 2022A Bonds, the “Series 2022 Bonds”) are special obligations of the New York State Urban Development Corporation (the “Corporation”), doing business as Empire State Development. The Series 2022 Bonds are secured by a pledge of certain financing agreement payments to be made to The Bank of New York Mellon, as Trustee and Paying Agent (the “Trustee”) on behalf of the Corporation by the State of New York (the “State”) under a financing agreement (the “Financing Agreement”) between the Corporation and the State, acting by and through the Director of the Division of the Budget (the “Director of the Budget”). Financing agreement payments are payable from amounts legally required to be deposited into the Revenue Bond Tax Fund (as hereinafter defined) to provide for the payment of the Series 2022 Bonds and all other State Personal Income Tax Revenue Bonds (as hereinafter defined). The Revenue Bond Tax Fund receives a statutory allocation of 50 percent of State personal income tax receipts imposed by Article 22 of the New York State Tax Law, 50 percent of employer compensation expense program receipts imposed by Article 24 of the New York State Tax Law, and 50 percent of pass-through entity tax receipts imposed by Article 24-A of the New York State Tax Law (collectively, the “Revenue Bond Tax Fund Receipts”). See “PART 3—SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS—Legislative Changes to the State Personal Income Tax Revenue Bond Financing Program.”

The Corporation is one of five Authorized Issuers (as hereinafter defined) that can issue State Personal Income Tax Revenue Bonds. All financing agreements entered into by the State to secure State Personal Income Tax Revenue Bonds shall be executory only to the extent of the revenues available in the Revenue Bond Tax Fund. The obligation of the State to make financing agreement payments is subject to the State Legislature making annual appropriations for such purpose and such obligation does not constitute or create a debt of the State, nor a contractual obligation in excess of the amounts appropriated therefor. In addition, the State has no continuing legal or moral obligation to appropriate money for payments due under any financing agreement. Nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the State Personal Income Tax.

**The Series 2022 Bonds shall not be a debt of the State and the State shall not be liable thereon, nor shall the Series 2022 Bonds be payable out of any funds other than those of the Corporation pledged therefor. Neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal of, premium, if any, or interest on the Series 2022 Bonds. The Corporation has no taxing power.**

The Series 2022 Bonds will be issued as fixed rate obligations, fully registered, in denominations of \$5,000 or any integral multiple thereof. The Series 2022 Bonds will bear interest at the rates and mature at the times shown on the inside cover pages hereof. Interest on the Series 2022 Bonds is payable on each March 15 and September 15, commencing March 15, 2022.

The Series 2022 Bonds will be initially issued under a book-entry only system and will be registered in the name of Cede & Co., as Bondholder and nominee of The Depository Trust Company, New York, New York (“DTC”). See “PART 8 — BOOK-ENTRY ONLY SYSTEM” herein. So long as Cede & Co., as nominee for DTC, is the registered owner of the Series 2022 Bonds, payments of principal or redemption price of and interest on the Series 2022 Bonds will be made by The Bank of New York Mellon, as Trustee and Paying Agent, New York, New York, to Cede & Co.

The Series 2022 Bonds are subject to redemption prior to maturity as more fully described herein.

In the opinion of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., (collectively, “Co-Bond Counsel”), under existing law and assuming compliance with the tax covenants described herein, and the accuracy of certain representations and certifications made by the Corporation and the Departments described herein, interest on the Series 2022A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”). Co-Bond Counsel are also of the opinion that such interest on the Series 2022A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed under the Code. Co-Bond counsel are further of the opinion that, under existing law, interest on the Series 2022 Bonds is exempt from personal income taxation imposed by the State of New York or any political subdivision thereof including The City of New York. See “PART 13 — TAX MATTERS” herein regarding certain other tax considerations. See “PART 13 — TAX MATTERS” herein.

**The Series 2022 Bonds will be awarded pursuant to electronic competitive bidding to be held via the BidCOMP™/PARITY® Competitive Bidding System on behalf of the Corporation on October \_\_, 2022, unless postponed or cancelled as set forth in the Notices of Sale contained in Appendix G of this Official Statement.**

*The Series 2022 Bonds are offered, when, as and if issued and delivered to the purchasers. The Series 2022 Bonds are subject to approval of legality by Nixon Peabody LLP, New York, New York, and D. Seaton and Associates, P.A., P.C., New York, New York, Co-Bond Counsel to the Corporation, and to certain other conditions. It is expected that the Series 2022 Bonds will be delivered in definitive form in New York, New York, on or about October \_\_, 2022.*

October \_\_, 2022

\* Preliminary, subject to change.

This Preliminary Official Statement and the information contained herein is subject to change, completion and amendment without notice. Under no circumstances will this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities offered hereby by any person in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

\$[Par Amount]\*  
**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**  
**STATE PERSONAL INCOME TAX REVENUE BONDS**  
**(GENERAL PURPOSE)**

**Maturity Schedule**

\$[2022A Par Amount]\*  
**SERIES 2022A (TAX-EXEMPT)**

**Base CUSIP<sup>†</sup>: 650036**

<u>Due</u> <u>March 15</u>	<u>Amount*</u>	<u>Interest</u> <u>Rate</u>	<u>Price or</u> <u>Yield</u>	<u>CUSIP<sup>†</sup></u> <u>Suffix</u>
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<sup>†</sup> CUSIP® is a registered trademark of the American Bankers Association (“ABA”). CUSIP numbers are assigned by, and managed on behalf of the ABA by, an organization not affiliated with the Corporation. The CUSIP numbers listed above are being provided solely for the convenience of Bondholders only at the time of issuance of the Series 2022A Bonds, and neither the Corporation nor the Initial Purchasers of the Series 2022A Bonds make any representation with respect to such numbers or undertakes any responsibility for their accuracy now or at any time in the future. The CUSIP numbers for a specific maturity are subject to being changed after the issuance of the Series 2022A 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 Series 2022A Bonds.

**[\$[2022B Par Amount]\*  
SERIES 2022B (FEDERALLY TAXABLE)**

**Base CUSIP<sup>1</sup>: 650036**

<b><u>Due</u> <u>March 15</u></b>	<b><u>Amount*</u></b>	<b><u>Interest</u> <u>Rate</u></b>	<b><u>Price or</u> <u>Yield</u></b>	<b><u>CUSIP<sup>1</sup></u> <u>Suffix</u></b>
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<sup>1</sup> CUSIP® is a registered trademark of the American Bankers Association (“ABA”). CUSIP numbers are assigned by, and managed on behalf of the ABA by, an organization not affiliated with the Corporation. The CUSIP numbers listed above are being provided solely for the convenience of Bondholders only at the time of issuance of the Series 2022B Bonds, and neither the Corporation nor the Initial Purchasers of the Series 2022B Bonds make any representation with respect to such numbers or undertakes any responsibility for their accuracy now or at any time in the future. The CUSIP numbers for a specific maturity are subject to being changed after the issuance of the Series 2022B 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 Series 2022B Bonds.

No dealer, broker, salesperson or other person has been authorized to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2022 Bonds by any person in any jurisdiction in which it is unlawful for the person to make such offer, solicitation or sale. The information set forth herein has been provided by the Corporation, the State and other sources which are believed to be reliable by the Corporation and with respect to the information supplied or authorized by the State and information provided by such other sources, is not to be construed as a representation by the Corporation. 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 Corporation or the State. This Official Statement is submitted in connection with the sale of the securities referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

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.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2022 BONDS, THE INITIAL PURCHASERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH 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. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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 STATE'S FINANCIAL RESULTS COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE STATED IN THE FORWARD-LOOKING STATEMENTS.

IN CONNECTION WITH OFFERS AND SALES OF SERIES 2022 BONDS, NO ACTION HAS BEEN TAKEN BY THE CORPORATION THAT WOULD PERMIT A PUBLIC OFFERING OF THE SERIES 2022 BONDS, OR POSSESSION OR DISTRIBUTION OF ANY INFORMATION RELATING TO THE PRICING OF THE SERIES 2022 BONDS, THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE SERIES 2022 BONDS, IN ANY NON-U.S. JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, THE PURCHASERS OF THE SERIES 2022 BONDS ARE OBLIGATED TO COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY NON-U.S. JURISDICTION IN WHICH THEY PURCHASE, OFFER OR SELL SERIES 2022 BONDS OR POSSESS OR DISTRIBUTE THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE SERIES 2022 BONDS AND WILL OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED BY THEM FOR THE PURCHASE, OFFER OR SALE BY THEM OF SERIES 2022 BONDS UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY NON-U.S. JURISDICTION TO WHICH THEY ARE SUBJECT OR IN WHICH THEY MAKE SUCH PURCHASES, OFFERS OR SALES AND THE CORPORATION SHALL HAVE NO RESPONSIBILITY THEREFOR.

[For Discussion: include international jurisdiction language?]

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**PART 1 — SUMMARY STATEMENT**

*This Summary Statement is subject in all respects to more complete information contained in this Official Statement and should not be considered a complete statement of the facts material to making an investment decision. The offering of the Series 2022 Bonds to potential investors is made only by means of the entire Official Statement. Capitalized terms used in this Summary Statement and not defined in this Summary Statement will have the meanings given to such terms elsewhere in this Official Statement.*

<p><b>State Personal Income Tax Revenue Bond Financing Program</b></p>	<p>Part I of Chapter 383 of the Laws of New York of 2001, as amended from time to time (the “Enabling Act”), provides for the issuance of, and a source of payment for, State Personal Income Tax Revenue Bonds (the “State Personal Income Tax Revenue Bonds”) by establishing the Revenue Bond Tax Fund (the “Revenue Bond Tax Fund”) held separate and apart from all other moneys of the State in the joint custody of the State Commissioner of Taxation and Finance (the “Commissioner”) and the Comptroller of the State (the “State Comptroller”).</p> <p>The Enabling Act authorizes the New York State Urban Development Corporation (the “Corporation”), the Dormitory Authority of the State of New York (“DASNY”), the New York State Environmental Facilities Corporation, the New York State Housing Finance Agency (“HFA”) and the New York State Thruway Authority (the “Thruway Authority” and collectively, the “Authorized Issuers”) to issue State Personal Income Tax Revenue Bonds for certain Authorized Purposes (as hereinafter defined). All five Authorized Issuers have adopted one or more general resolutions and have executed financing agreements with the Director of the Division of the Budget (the “Director of the Budget”) pursuant to the Enabling Act. The financing agreements and the general resolutions for State Personal Income Tax Revenue Bonds issued by the Authorized Issuers have substantially identical terms except for applicable references to, and requirements of, the Authorized Issuer and the Authorized Purposes. References to financing agreements, financing agreement payments and general resolutions contained in this Official Statement mean generically the financing agreements, financing agreement payments and general resolutions of all Authorized Issuers, including the Corporation.</p> <p>[Section 1 of Chapter 174 of the Laws of 1968, constituting the New York State Urban Development Corporation Act, was amended by Section 59 of Part FFF of Chapter 56 of the Laws of 2022 to authorize certain Authorized Issuers, including the Corporation, to issue State Personal Income Tax Revenue Bonds for the purpose of repaying certain obligations relating to an energy efficiency program of the Power Authority of the State of New York (the “PASNY”) that funded projects at State agencies including, but not limited to, the State University of New York, the City University of New York, the New York State Office of Mental Health, the New York State Education Department, and the New York State Department of Agriculture and Markets. ]</p> <p>State Personal Income Tax Revenue Bonds issued by an Authorized Issuer are secured solely by a pledge of (i) the payments made pursuant to a financing agreement entered into by such Authorized Issuer with the Director of the Budget and (ii) certain funds held by the applicable trustee or Authorized Issuer under a general resolution and the investment earnings thereon, which together constitute the pledged property under the applicable general resolution.</p>
<p><b>Purposes of Issue</b></p>	<p>The Series 2022 Bonds are being issued for the purpose of (i) financing Authorized Purposes, including financing or reimbursing all or a portion of the costs of certain programs and projects within the State, (ii) refunding certain State-supported debt previously issued by an Authorized Issuer and (iii) paying certain costs relating to the issuance of the Series 2022 Bonds. For a more complete description of the expected application of proceeds of the Series 2022 Bonds, see “PART 6 — APPLICATION OF PROCEEDS” herein and “PART 7 — THE</p>

	REFUNDING PLAN” herein. See also, “APPENDIX F —REFUNDED BONDS CANDIDATES” for a complete list of bonds to be refunded.
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<p><b>Sources of Payment and Security for State Personal Income Tax Revenue Bonds — Revenue Bond Tax Fund Receipts</b></p>	<p>State Personal Income Tax Revenue Bonds are payable from financing agreement payments made by the State, subject to annual appropriation. The Revenue Bond Tax Fund receives a statutory allocation of (i) 50 percent of State personal income tax receipts imposed by Article 22 of the New York State Tax Law, excluding refunds owed to taxpayers (the “New York State Personal Income Tax Receipts”), (ii) 50 percent of employer compensation expense program receipts imposed by Article 24 of the New York State Tax Law, excluding refunds owed to employers (the “New York State ECEP Receipts”), and (iii) effective April 1, 2021 (as described below), 50 percent of pass-through entity tax receipts imposed by Article 24-A of the New York State Tax Law, excluding refunds owed to taxpayers (the “New York State PTET Receipts”). The aggregate of such tax revenues deposited to the Revenue Bond Tax Fund are referred to herein as the “Revenue Bond Tax Fund Receipts.” See “PART 3—SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS.”</p> <p>Effective April 1, 2021, pursuant to legislative changes, the sources of payment of the State Personal Income Tax Revenue Bonds and the statutory allocation of tax revenues payable to the Revenue Bond Tax Fund were changed to add, as a new source of payment, 50 percent of the New York State PTET Receipts from the New York State Pass-Through Entity Tax Program (the “PTET”). These changes were made as part of the State’s continuing response to Federal tax law changes.</p> <p>The PTET establishes an optional tax on the State-sourced income of (i) partnerships and (ii) S corporations. Qualifying entities that elect to pay pass-through entity tax will pay a graduated tax on their State-sourced ordinary income (and guaranteed payments for partnerships) at the partnership or corporation level and their individual partners, members and shareholders will receive a refundable tax credit equal to the proportionate or pro rata share of taxes paid by the electing entity. Additionally, the PTET legislation includes a resident tax credit that allows reciprocity with other states that have implemented substantially similar taxes, which currently include Connecticut and New Jersey. The New York State Division of the Budget (the “Division of the Budget”) expects that the PTET legislation will be revenue neutral for the State over a multi-year basis, although New York State Personal Income Tax Receipts are expected to decrease to the extent that qualifying entities elect to pay pass-through entity tax. Aggregate contributions to the Revenue Bond Tax Fund are expected to be unaffected because 50 percent of net revenues from both New York State Personal Income Tax Receipts and New York State PTET Receipts are deposited into the Revenue Bond Tax Fund. See “PART 3 – SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS—Legislative Changes to the State Personal Income Tax Revenue Bond Financing Program.”</p> <p>The State Comptroller is required by the Enabling Act to deposit in the Revenue Bond Tax Fund all of the receipts collected from payroll withholding taxes (the “Withholding Component”) until an amount equal to 50 percent of the estimated monthly New York State Personal Income Tax Receipts has been deposited into the Revenue Bond Tax Fund. The State Comptroller is also required by the Enabling Act to deposit in the Revenue Bond Tax Fund all of the receipts from the ECEP until 50 percent of the estimated monthly New York State ECEP Receipts have been deposited into the Revenue Bond Tax Fund, and all of the receipts from the PTET until 50 percent of the estimated monthly New York State PTET Receipts have been deposited into the Revenue Bond Tax Fund.</p> <p>New York State Personal Income Tax Receipts, New York State PTET Receipts, New York State ECEP Receipts, and the Revenue Bond Tax Fund Receipts for State Fiscal Years 2020-21 through 2022-23 are as follows (dollars in millions):</p>
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<u>State Fiscal Year</u>	<u>New York State Personal Income Tax Receipts</u>	<u>New York State PTET Receipts</u>	<u>New York State ECEP Receipts</u>	<u>Revenue Bond Tax Fund Receipts</u>
2020-21	\$54,967	N/A	\$3	\$27,485
2021-22	\$70,737	\$16,430	\$13	\$43,590
2022-23*	\$46,972	\$14,997	\$13	\$30,991

\* As estimated in the FY 2023 Enacted Budget Financial Plan.

For information related to the State see “APPENDIX A — INFORMATION CONCERNING THE STATE OF NEW YORK.”

The Series 2022 Bonds are special obligations of the Corporation, being secured by a pledge of financing agreement payments to be made by the State Comptroller to the Trustee on behalf of the Corporation and certain funds held by the Trustee under the Corporation’s State Personal Income Tax Revenue Bonds (General Purpose) General Bond Resolution (the “General Resolution”).

The Series 2022 Bonds are issued on a parity with all other Bonds which have been or may be issued under the General Resolution. All State Personal Income Tax Revenue Bonds (of which \$46.7 billion were outstanding as of May 31, 2022) are on a parity with each other as to payments from the Revenue Bond Tax Fund, subject to annual appropriation by the State.

Financing agreement payments are made from Revenue Bond Tax Fund Receipts (as described herein). The financing agreement payments are to be paid by the State Comptroller to the applicable trustees on behalf of the Authorized Issuers from amounts deposited to the Revenue Bond Tax Fund. Financing agreement payments are to equal amounts necessary to pay the debt service and other cash requirements on all State Personal Income Tax Revenue Bonds. **All payments required by financing agreements entered into by the State are executory only to the extent of the revenues available in the Revenue Bond Tax Fund. The obligation of the State to make financing agreement payments is subject to the State Legislature making annual appropriations for such purpose and such obligation does not constitute or create a debt of the State, nor a contractual obligation in excess of the amounts appropriated therefor. In addition, the State has no continuing legal or moral obligation to appropriate money for payments due under any financing agreement.**

The Enabling Act provides that: (i) no person (including the Authorized Issuers or the holders of State Personal Income Tax Revenue Bonds) shall have any lien on amounts on deposit in the Revenue Bond Tax Fund; (ii) Revenue Bond Tax Fund Receipts, which have been set aside in sufficient amounts to pay when due the financing agreement payments of all Authorized Issuers, shall remain in the Revenue Bond Tax Fund (except, if necessary, for payments authorized to be made to the holders of State general obligation debt) until they are appropriated and used to make financing agreement payments; and (iii) nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the Revenue Bond Tax Fund Receipts. For additional information, see “PART 3—SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS” and “PART 4—SOURCES OF REVENUE BOND TAX FUND RECEIPTS.”

**The Series 2022 Bonds shall not be a debt of the State and the State shall not be liable thereon, nor shall the Series 2022 Bonds be payable out of any funds other than those of the Corporation pledged therefor. Neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal of, the premium, if any, or interest on the Series 2022 Bonds. The Corporation has no taxing power.**

**The Series 2022 Bonds are not secured by any mortgage on, any revenues from, or any other interest in, capital works or purposes authorized to be financed or refinanced with proceeds of the Series 2022 Bonds.**

<p><b>Set-Aside for Purpose of Making Financing Agreement Payments</b></p>	<p>The Enabling Act, general resolutions and financing agreements provide procedures for setting aside Revenue Bond Tax Fund Receipts designed to ensure that sufficient amounts are available in the Revenue Bond Tax Fund to make financing agreement payments to the applicable trustees on behalf of all Authorized Issuers, subject to annual appropriation by the State Legislature.</p> <p>The Enabling Act requires the Director of the Budget to annually prepare a certificate (which may be amended as necessary or required) which estimates monthly Revenue Bond Tax Fund Receipts anticipated to be deposited to the Revenue Bond Tax Fund and the amount of all set-asides necessary to make all financing agreement payments of all the Authorized Issuers. The Director of the Budget has prepared such certificate for State Fiscal Year 2022-23.</p> <p>See “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS.”</p>
<p><b>Availability of General Fund to Satisfy Set-Aside of Revenue Bond Tax Fund Receipts</b></p>	<p>If at any time the amount of Revenue Bond Tax Fund Receipts set aside, as certified by the Director of the Budget, is insufficient to make all certified financing agreement payments on all State Personal Income Tax Revenue Bonds, the State Comptroller is required by the Enabling Act, without appropriation, to immediately transfer amounts from the General Fund of the State (the “General Fund”) to the Revenue Bond Tax Fund sufficient to satisfy the cash requirements of the Authorized Issuers.</p>
<p><b>Moneys Held in Revenue Bond Tax Fund if State Fails to Appropriate or Pay Required Amounts</b></p>	<p>In the event that: (i) the State Legislature fails to appropriate all amounts required to make financing agreement payments on State Personal Income Tax Revenue Bonds to all Authorized Issuers or (ii) having been appropriated and set aside pursuant to a certificate of the Director of the Budget, financing agreement payments have not been made when due on any State Personal Income Tax Revenue Bonds, the Enabling Act requires that all of the New York State Personal Income Tax Receipts from the Withholding Component, all of the New York State ECEP Receipts, and all of the New York State PTET Receipts shall continue to be deposited in the Revenue Bond Tax Fund until amounts on deposit in the Revenue Bond Tax Fund equal the greater of 40 percent of the aggregate of the annual New York State Personal Income Tax Receipts, New York State ECEP Receipts and New York State PTET Receipts or twelve billion dollars (\$12,000,000,000). Other than to make financing agreement payments from appropriated amounts, the Enabling Act prohibits the transfer of moneys in the Revenue Bond Tax Fund to any other fund or account or the use of such moneys by the State for any other purpose (except, if necessary, for payments authorized to be made to the holders of State general obligation debt) until such time as the required appropriations and all required financing agreement payments have been made to the trustees, on behalf of each Authorized Issuer, including the Corporation.</p> <p>After the required appropriations and financing agreement payments have been made, excess moneys in the Revenue Bond Tax Fund are to be paid over and distributed to the credit of the General Fund. See “PART 3—SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS—Moneys Held in the Revenue Bond Tax Fund.”</p>

<p><b>Additional Bonds and Debt Service Coverage</b></p>	<p>The Enabling Act and each of the general resolutions permit the Authorized Issuers to issue additional State Personal Income Tax Revenue Bonds subject to (a) statutory limitations on the maximum amount of bonds permitted to be issued by Authorized Issuers for particular Authorized Purposes and (b) the additional bonds test described below and included in each general resolution authorizing State Personal Income Tax Revenue Bonds.</p> <p>As provided in the General Resolution, and in each of the general resolutions of the other Authorized Issuers, additional State Personal Income Tax Revenue Bonds may be issued only if the amount of Revenue Bond Tax Fund Receipts for any 12 consecutive calendar months ended not more than six months prior to the date of such calculation, as certified by the Director of the Budget, is at least 2.0 times the maximum Calculated Debt Service on all outstanding State Personal Income Tax Revenue Bonds, the additional State Personal Income Tax Revenue Bonds proposed to be issued and any additional amounts payable with respect to parity reimbursement obligations.</p> <p>In accordance with the additional bonds debt service coverage test described above, Revenue Bond Tax Fund Receipts of approximately \$26.3 billion are available to pay financing agreement payments on a pro forma basis, which amount represents approximately 6.2 times the maximum annual Debt Service for all outstanding State Personal Income Tax Revenue Bonds, including the debt service on the Series 2022 Bonds.</p> <p>While additional State Personal Income Tax Revenue Bonds are expected to continue to be issued by Authorized Issuers for Authorized Purposes as noted herein, in no event may any additional State Personal Income Tax Revenue Bonds (other than certain refunding bonds) be issued unless the additional bonds test under the respective general resolution has been satisfied. See “PART 3—SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS—Additional Bonds” and “PART 4—SOURCES OF REVENUE BOND TAX FUND RECEIPTS—Projected Debt Service Coverage.”</p> <p>As of May 31, 2022, approximately \$46.7 billion of State Personal Income Tax Revenue Bonds were outstanding.</p>
<p><b>Appropriation by State Legislature</b></p>	<p>The State Legislature is expected to make appropriations annually from amounts on deposit in the Revenue Bond Tax Fund sufficient to pay annual financing agreement payments when due. Revenue Bond Tax Fund Receipts are expected to exceed the amounts necessary to pay financing agreement payments. Such an appropriation has been enacted for State Fiscal Year 2022-23.</p> <p>Pursuant to Article VII Section 16 of the State Constitution, if at any time the State Legislature fails to make an appropriation for State general obligation debt service, the State Comptroller is required to set apart from the first revenues thereafter received, applicable to the General Fund, sums sufficient to pay debt service on such general obligation bonds. In the event that such revenues and other amounts in the General Fund are insufficient to pay State general obligation bondholders, the State may also use amounts on deposit in the Revenue Bond Tax Fund as well as other funds to pay debt service on State general obligation bonds.</p> <p>The Division of the Budget is not aware of any existing circumstances that would cause Revenue Bond Tax Fund Receipts to be used to pay debt service on State general obligation bonds in the future. The Director of the Budget believes that any failure by the State Legislature to make annual appropriations as contemplated would have a serious impact on the ability of the State and the Authorized Issuers to issue State-supported bonds to raise funds in the public credit markets.</p>

<b>Continuing Disclosure</b>	In order to assist the Initial Purchasers of the Series 2022 Bonds in complying with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “SEC”), all Authorized Issuers, the State and each applicable trustee, including the Trustee, have entered into a Master Disclosure Agreement (as hereinafter defined). See “PART 20 — CONTINUING DISCLOSURE” and “APPENDIX D — EXECUTED COPY OF MASTER CONTINUING DISCLOSURE AGREEMENT.”
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**OFFICIAL STATEMENT**

**Relating to**

**[\$[Par Amount]\*  
New York State Urban Development Corporation  
State Personal Income Tax Revenue Bonds  
(General Purpose)**

**[\$[2022A Par Amount]\*  
Series 2022A  
(Tax-Exempt)**

**[\$[2022B Par Amount]\*  
Series 2022B  
(Federally Taxable)**

**PART 2 — INTRODUCTION**

The purpose of this Official Statement, including the cover page, the inside cover pages, Summary Statement and appendices, is to set forth certain information concerning the State of New York (the “State”) and the New York State Urban Development Corporation (the “Corporation”), a body corporate and politic constituting a public benefit corporation of the State, doing business as Empire State Development, in connection with the offering by the Corporation of its \$[2022A Par Amount]\* State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) (the “Series 2022A Bonds”) and \$[2022B Par Amount]\* State Personal Income Tax Revenue Bonds (General Purpose), Series 2022B (Federally Taxable) (the “Series 2022B Bonds”); and together with the Series 2022A Bonds, the “Series 2022 Bonds”). The interest rates, maturity dates, and prices or yields of the Series 2022 Bonds being offered hereby are set forth on the inside cover pages of this Official Statement.

This Official Statement also summarizes certain information concerning the provisions of the State Finance Law with respect to the issuance of State Personal Income Tax Revenue Bonds (the “State Personal Income Tax Revenue Bonds”), including the Series 2022 Bonds, and the statutory allocation of 50 percent of the receipts from the New York State Personal Income Tax (the “New York State Personal Income Tax Receipts”) imposed by Article 22 of the New York State Tax Law (“Tax Law”) which are required to be deposited in the Revenue Bond Tax Fund to provide for the payment of State Personal Income Tax Revenue Bonds. Under current law, such New York State Personal Income Tax Receipts exclude refunds owed to taxpayers. In addition, 50 percent of the receipts from the New York State Employer Compensation Expense Program (the “New York State ECEP Receipts”) imposed by Article 24 of the Tax Law are required to be deposited in the Revenue Bond Tax Fund to provide for the payment of State Personal Income Tax Revenue Bonds. New York State ECEP Receipts exclude refunds owed to employers. In addition, 50 percent of the receipts from the New York State Pass-through Entity Tax Program (the “New York State PTET Receipts”) imposed by Article 24-A of the Tax Law are required to be deposited in the Revenue Bond Tax Fund to provide for the payment of State Personal Income Tax Revenue Bonds. New York State PTET Receipts exclude refunds owed to taxpayers. The New York State Personal Income Tax Receipts, the New York State ECEP Receipts and the New York State PTET Receipts deposited for the payment of State Personal Income Tax Revenue Bonds are sometimes collectively referred to herein as the “Revenue Bond Tax Fund Receipts.” See “PART 3 — SECURITY AND SOURCES

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\* Preliminary, subject to change.

OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS — The Revenue Bond Tax Fund” and “— Legislative Changes to the Personal Income Tax Revenue Bond Financing Program.”

The State expects that State Personal Income Tax Revenue Bonds together with the State Sales Tax Revenue Bonds will be the primary financing vehicles for financing State-supported programs over the current financial plan period. State Sales Tax Revenue Bonds are authorized to be issued for certain authorized purposes pursuant to Article 5-F and Article 6 (Section 92-h) of the State Finance Law by the Corporation, DASNY and the Thruway Authority.

[The Series 2022 Bonds are authorized to be issued pursuant to the Enabling Act, and the New York State Urban Development Corporation Act, Chapter 174 of the Laws of New York of 1968, as amended and supplemented (the “UDC Act”), and other provisions of State law, including Section 59 of Part FFF of Chapter 56 of the Laws of 2022 (the “2022 Act”). The 2022 Act amended the UDC Act to authorize certain of the Authorized Issuers referred to below, including the Corporation, to issue State Personal Income Tax Revenue Bonds for the purpose of repaying certain obligations relating to an energy efficiency program of the Power Authority of the State of New York (the “PASNY”) that funded energy efficiency projects at State agencies including, but not limited to, the State University of New York, the City University of New York, the New York State Office of Mental Health, the New York State Education Department, and the New York State Department of Agriculture and Markets. ]

The Enabling Act authorizes the Corporation, the Dormitory Authority of the State of New York, the New York State Environmental Facilities Corporation, the New York State Housing Finance Agency and the New York State Thruway Authority (collectively, the “Authorized Issuers”) to issue State Personal Income Tax Revenue Bonds for certain purposes for which State-supported Debt (as defined by Section 67-a of the State Finance Law and as limited by the Enabling Act) may be issued ( “Authorized Purposes”). The Enabling Act, together with the UDC Act and the 2022 Act, constitute the “Authorizing Legislation.”

The Series 2022 Bonds are additionally authorized under (i) the Corporation’s State Personal Income Tax Revenue Bonds (General Purpose) General Bond Resolution, adopted by the Corporation on November 16, 2009 (the “General Resolution”), (ii) the Corporation’s Supplemental Resolution 2022- \_ Authorizing State Personal Income Tax Revenue Bonds (General Purpose) Series 2022A and Series 2022B, adopted on September 9, 2022 (the “Series 2022 Supplemental Resolution”), and (iii) the Corporation’s Bond Financing Committee Resolution Concerning the Sale and Issuance of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) and Series 2022B (Federally Taxable), adopted on September 9, 2022 (the “Series 2022 Bond Financing Committee Resolution,” and together with the General Resolution and the Series 2022 Supplemental Resolution being herein, except as the context otherwise indicates, collectively referred to as the “Resolution” and any bonds issued pursuant to the General Resolution, including the Series 2022 Bonds, being herein referred to as the “Bonds”).

The Series 2022 Bonds, and any additional series of Bonds which have heretofore been issued or may hereafter be issued under the General Resolution, will be equally and ratably secured thereunder. The Series 2022 Bonds and all other State Personal Income Tax Revenue Bonds which have heretofore been issued or may be issued by an Authorized Issuer are secured by a pledge of: (i) the payments made pursuant to one or more financing agreements entered into by such Authorized Issuer with the Director of the Budget and (ii) certain funds held by the applicable trustee or Authorized Issuer under the applicable general resolution and the investment earnings thereon ((i) and (ii) being collectively referred to herein as the “Pledged Property” with respect to each such Authorized Issuer, including the Corporation). The financing agreements and the general resolutions for State Personal Income Tax Revenue Bonds adopted by the Authorized Issuers have substantially identical terms except for applicable references to, and requirements of, the Authorized Issuer and the Authorized Purposes. The financing agreement payments are required to be equal to the amounts necessary to pay the debt service and other cash requirements on all State Personal Income Tax Revenue Bonds. The making of financing agreement payments to the Authorized Issuers is subject to annual appropriation by the State Legislature.

References to financing agreements, financing agreement payments and general resolutions contained in this Official Statement mean generically the financing agreements, financing agreement payments and general resolutions of all Authorized Issuers, including the Corporation. Descriptions of the provisions of the Enabling Act contained in this Official Statement are of the Enabling Act as it exists on the date of this Official Statement.

All State Personal Income Tax Revenue Bonds are on a parity with each other as to payments from the Revenue Bond Tax Fund, subject to annual appropriation by the State Legislature. As of May 31, 2022, approximately \$46.7 billion of State Personal Income Tax Revenue Bonds were outstanding. See “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS — Series 2022 Bonds” and “— Additional Bonds.”

The Series 2022 Bonds are being issued for the purpose of financing Authorized Purposes, including (i) financing, refinancing or reimbursing all or a portion of the costs of certain programs and projects within the State, and (ii) refinancing certain State-supported debt previously issued by an Authorized Issuer and (iii) paying certain costs relating to the issuance of the Series 2022 Bonds. For a more complete description of the expected application of proceeds of the Series 2022 Bonds, see “PART 6 — APPLICATION OF PROCEEDS” and “PART 7 — THE REFUNDING PLAN” herein. **The Series 2022 Bonds are not secured by any mortgage on, any revenues from, or any other interest in, capital works or purposes authorized to be financed with proceeds of the Series 2022 Bonds.**

Pursuant to the Authorizing Legislation, the Corporation and the State entered into a financing agreement dated as of December 1, 2009 (the “Financing Agreement”). See “APPENDIX C — CONFORMED COPY OF FINANCING AGREEMENT.” **The Series 2022 Bonds are not secured by the Projects or any interest therein.**

The revenues, facilities, properties and any and all other assets of the Corporation of any name and nature, other than the Pledged Property, may not be used for, or, as a result of any court proceeding or otherwise applied to, the payment of State Personal Income Tax Revenue Bonds, any redemption premium therefor or the interest thereon or any other obligations under the Resolution, and under no circumstances shall these be available for such purposes. See “PART 11 — THE CORPORATION” for a further description of the Corporation.

**The Series 2022 Bonds shall not be a debt of the State and the State shall not be liable thereon, nor shall the Series 2022 Bonds be payable out of any funds other than those of the Corporation pledged therefor. Neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal of, premium, if any, or interest on the Series 2022 Bonds. The Corporation has no taxing power.**

[Part JJ of Chapter 56 of the Laws of the State of 2020 (the “2020 Act”) authorized the issuance on or before December 31, 2020 by DASNY and the Corporation of certain tax revenue anticipation notes or bond anticipation notes (the “State Personal Income Tax Subordinate Revenue Obligations”) under the Enabling Act in an aggregate principal amount not to exceed \$8 billion (excluding amounts issued to finance any debt service reserve funds, to pay costs of issuance of such notes and any renewal notes issued to refund such notes), for the purpose of temporarily financing the budgetary needs of the State following deferral of the federal income tax payment deadline from April 15, 2020 to a later date in order to provide temporary relief to individuals as a result of the COVID-19 pandemic. Such purpose has been deemed by the 2020 Act as an Authorized Purpose for which State Personal Income Tax Subordinated Revenue Obligations may be issued under the Enabling Act. Pursuant to the 2020 Act, the notes must mature on or before March 31, 2021 but may be renewed or refunded for an additional period of one year from the date of renewal or refunding. Upon a determination of the Director of the Budget, the State Personal Income Tax Subordinate Revenue Obligations, and any renewals or refundings thereof, may be refinanced on a long-term basis with proceeds of State Personal Income Tax Bonds in a principal amount not to exceed the principal amount of such State Personal Income Tax Subordinate Revenue Obligations being refinanced.

As of November 30, 2020, approximately \$4.4 billion of State Personal Income Tax Subordinated Revenue Obligations were outstanding.]

Capitalized terms used herein unless otherwise defined have the same meaning as ascribed to them in the General Resolution. See “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION.”

**PART 3 — SECURITY AND SOURCES OF PAYMENT FOR  
STATE PERSONAL INCOME TAX REVENUE BONDS**

**The Revenue Bond Tax Fund**

The Enabling Act provides a source of payment for State Personal Income Tax Revenue Bonds by establishing the Revenue Bond Tax Fund for the purpose of setting aside Revenue Bond Tax Fund Receipts sufficient to make financing agreement payments to Authorized Issuers. The Enabling Act establishes the Revenue Bond Tax Fund to be held in the joint custody of the State Comptroller and the Commissioner and requires that all moneys on deposit in the Revenue Bond Tax Fund be held separate and apart from all other moneys in the joint custody of the State Comptroller and the Commissioner. The source of the financing agreement payments is a statutory allocation of 50 percent of the receipts from the New York State Personal Income Tax imposed by Article 22 of the Tax Law, which exclude refunds owed to taxpayers, 50 percent of the receipts from the ECEP imposed by Article 24 of the Tax Law, which exclude refunds owed to employers, and 50 percent of the receipts from the PTET imposed by Article 24-A of the Tax Law, which exclude refunds owed to taxpayers, the aggregate of which is deposited in the Revenue Bond Tax Fund. See “PART 4 — SOURCES OF REVENUE BOND TAX FUND RECEIPTS — Revenue Bond Tax Fund Receipts.”

Financing agreement payments made from amounts set aside in the Revenue Bond Tax Fund are subject to annual appropriation for such purpose by the State Legislature. The Enabling Act provides that: (i) no person (including the Authorized Issuers or the holders of State Personal Income Tax Revenue Bonds) shall have any lien on amounts on deposit in the Revenue Bond Tax Fund; (ii) Revenue Bond Tax Fund Receipts, which have been set aside in sufficient amounts to pay when due the financing agreement payments of all Authorized Issuers, shall remain in the Revenue Bond Tax Fund (except, if necessary, for payments authorized to be made to the holders of State general obligation debt) until they are appropriated and used to make financing agreement payments; and (iii) nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the taxes imposed by Articles 22, 24 and 24-A of the Tax Law.

**Legislative Changes to the State Personal Income Tax Revenue Bond Financing Program**

On December 22, 2017, President Trump signed into law the Tax Cuts and Jobs Act of 2017 (the “TCJA”) (H.R. 1, P.L. 115-97), making major changes to the Federal Internal Revenue Code, most of which were effective in Tax Year 2018. The TCJA made extensive changes to Federal personal income taxes, corporate income taxes, and estate taxes. The State has since enacted legislation to mitigate the negative impact of the TCJA on State taxpayers, which has impacted the State Personal Income Tax Revenue Bond Financing Program as described below.

To offset the potential reduction in New York State Personal Income Tax Receipts, the Fiscal Year (“FY”) 2019 Enacted Budget amended the State Finance Law and the Enabling Act so as to hold harmless the State Personal Income Tax Revenue Bond Financing Program. Accordingly, the enacted legislation provided for:

1. An increase from 25 percent to 50 percent in the statutory allocation of New York State Personal Income Tax Receipts imposed by Article 22 of the Tax Law, which exclude refunds owed to taxpayers, that is required to be deposited in the Revenue Bond Tax Fund to provide for the payment of State Personal Income Tax Revenue Bonds.
2. An increase in the statutory maximum amount of the New York State Personal Income Tax Receipts and New York State ECEP Receipts required to be deposited to the Revenue Bond Tax Fund to be the greater of the aggregate of 40 percent of the annual New York State Personal Income Tax Receipts and New York State ECEP Receipts or \$12 billion in the event that the State Legislature either fails to appropriate or, once appropriated, fails to pay, amounts sufficient to make financing agreement payments for outstanding New York State Personal Income Tax Revenue Bonds (the “Maximum Revenue Bond Tax Fund Deposit”). Prior to

the State legislative changes, the amount required to be deposited was the greater of 25 percent of the annual New York State Personal Income Tax Receipts or \$6 billion.

***Employer Compensation Expense Program / Charitable Gifts Trust Fund.*** State tax reforms enacted in 2018 to mitigate issues arising from the TCJA included the creation of an optional payroll tax program (the “ECEP”), and establishment of a new State Charitable Gifts Trust Fund. The ECEP and the Charitable Gifts Trust Fund were expected to reduce New York State Personal Income Tax Receipts, to the extent that employers elected to participate in the ECEP and taxpayers made donations to the Charitable Gifts Trust Fund.

The ECEP was created pursuant to Article 24 of the Tax Law, and a corresponding amendment to the Enabling Act provided that 50 percent of New York State ECEP Receipts, which exclude refunds owed to employers, be deposited into the Revenue Bond Tax Fund. The ECEP establishes an optional tax on payroll expenses that employers can elect to pay if they have employees that earn over \$40,000 annually in the State. Accompanying State legislation created a new personal income tax credit for employees whose wages are subject to the ECEP. The credit is calculated using a statutory formula that corresponds in value to the tax imposed by the ECEP. As a result, aggregate receipts deposited to the Revenue Bond Tax Fund are expected to remain substantially the same regardless of the amount of New York State ECEP Receipts. Therefore, from a Revenue Bond Tax Fund perspective, the ECEP was expected to be revenue neutral.

The Charitable Gifts Trust Fund was created to accept gifts for the purposes of improving health care and education in the State. Taxpayers who itemize deductions may claim charitable gifts as a personal income tax deduction, pursuant to statute existing prior to 2018. The State legislation also created a new personal income tax credit equal to 85 percent of the donation amount. Credits based on contributions to the Charitable Gifts Trust Fund are claimed for the tax year following the year in which the donation is made.

***Pass-Through Entity Tax.*** In connection with the FY 2022 Enacted Budget, the State Legislature enacted legislation that provides for an optional pass-through entity tax (the “PTET”) on the State-sourced income of (i) partnerships and (ii) S corporations. Qualifying entities that elect to pay PTET pay a tax of up to 10.9 percent on their taxable income at the partnership or corporation level, and their individual partners, members and shareholders receive a refundable tax credit equal to the proportionate or pro rata share of taxes paid by the electing entity. Additionally, the program includes a resident tax credit that allows reciprocity with other states that have implemented substantially similar taxes, which currently include Connecticut and New Jersey.

The New York State Division of the Budget (the “Division of the Budget”) expects that the PTET legislation will be revenue neutral for the State on a multi-year basis; however, because PTET payments will generally be received in the fiscal year prior to credit claiming, the PTET will not be revenue-neutral for the State within each fiscal year and redistribution of total revenue across fiscal years is expected to be significant. To hold harmless the Revenue Bond Tax Fund and to maintain a comparable level of deposits to the Revenue Bond Tax Fund for the Bondholders, the State Legislature also enacted legislation that causes 50 percent of receipts from the PTET to be deposited into the Revenue Bond Tax Fund. Accordingly, aggregate contributions to the Revenue Bond Tax Fund are expected to be unaffected because 50 percent of both New York State Personal Income Tax Receipts and New York State PTET Receipts will be deposited into the Revenue Bond Tax Fund.

The Fiscal Year 2023 Enacted Budget Financial Plan includes estimates for PTET receipts and a corresponding decrease in personal income tax receipts. The overall impact on projected Revenue Bond Tax Fund Receipts is that PTET increased FY 2022 receipts and is expected to decrease FY 2023 receipts by a significant amount. Projections are, however, based on limited experience to date, and there can be no assurance that such projections will be realized.

The U.S. Treasury Department and IRS have determined that State and local income taxes imposed on and paid by a partnership or an S corporation on its income, such as the PTET, are allowable as a Federal

deduction to taxable income, and in November 2020, the IRS released Notice 2020-75 which announced that the Treasury and IRS intend to issue clarifying regulations with respect to such pass-through taxes.

***Litigation Challenging Certain TCJA Provisions.*** As described above, the ECEP and Charitable Gifts Trust Fund were developed based on a review of then-existing laws, regulations, and precedents. However, subsequent to the enactment of legislation effectuating the ECEP and Charitable Gifts Trust Fund, on June 13, 2019, the IRS adopted final regulations (Treasury Decision 9864) that effectively curtailed further donations to the Charitable Gifts Trust Fund beyond the \$93 million in donations the State received in 2018, when the U.S. Treasury and the IRS first published proposed regulatory changes. Virtually no additional donations to the Charitable Gifts Trust Fund have been received by the State after the 2018 tax year.

On July 17, 2019, the State, joined by Connecticut and New Jersey, filed a federal lawsuit challenging Treasury Decision 9864. Among other things, the lawsuit seeks to restore the full federal income tax deduction for charitable contributions, regardless of the amount of any state tax credit provided to taxpayers as a result of contributions made to the Charitable Gifts Trust Fund, in accordance with the precedent since 1917. The federal defendants moved to dismiss the complaint or, in the alternative for summary judgment, on December 23, 2019, and the states responded and filed their own motion for summary judgment on February 28, 2020. Briefing on the motions was completed in July 2020. The district court denied the states' request for oral argument, but a decision on the outstanding motions to dismiss and cross-motions for summary judgment remain pending.

If Treasury Decision 9864 is upheld in Federal court, taxpayer participation in the future will likely be reduced. However, if the legal challenge is successful in restoring the full Federal tax deduction for charitable contributions, donations to the Charitable Gifts Trust Fund in future years could be higher than in 2018. In such event, the donations to the Charitable Gifts Trust Fund would likely pose a risk to the amount of New York State Personal Income Tax Receipts deposited to the Revenue Bond Tax Fund in future years. To address this risk, the FY 2019 Enacted Budget legislative changes (i) increased the amount of New York State Personal Income Tax Receipts deposited to the Revenue Bond Tax Fund from 25 percent to 50 percent (excluding refunds owed to taxpayers), (ii) added, as a new revenue source, the 50 percent statutory allocation of New York State ECEP Receipts (excluding refunds owed to employers), and (iii) increased the Maximum Revenue Bond Tax Fund Deposit.

In addition, the FY 2019 Enacted Budget legislative changes allow taxpayers to claim reimbursement from the State for interest on underpayments of federal tax liability for the 2019, 2020 and 2021 tax years if the underpayments arise from reliance on amendments to State tax law enacted in 2018. To receive reimbursement, taxpayers are required to submit their reimbursement claims to the Department of Taxation and Finance within 60 days of making an interest payment to the IRS. To date, the State has not received any claims for reimbursement of interest on underpayments of Federal tax liability. The FY 2023 Enacted Budget Financial Plan does not include any estimate of the possible reimbursement of interest expense by the State.

### **Series 2022 Bonds**

The Series 2022 Bonds are special obligations of the Corporation, secured by and payable from financing agreement payments payable by the State Comptroller to The Bank of New York Mellon, New York, New York, as Trustee and Paying Agent (the "Trustee" or "Paying Agent") on behalf of the Corporation in accordance with the terms and provisions of the Financing Agreement, subject to annual appropriation by the State Legislature, and the Funds and accounts established under the General Resolution (other than the Rebate Fund and other Funds as provided in the Resolution). A copy of the Financing Agreement relating to the Series 2022 Bonds is included as "APPENDIX C — CONFORMED COPY OF FINANCING AGREEMENT" hereto. The Series 2022 Bonds are entitled to a lien, created by a pledge under the General Resolution, on the Pledged Property. The Pledged Property with respect to the Series 2022 Bonds consists of (i) the payments made pursuant to the Financing Agreement and (ii) the Funds and accounts established under the General Resolution (other than the Rebate Fund and the Administrative Fund as provided in the Resolution) and the investment earnings thereon.

The Enabling Act and each of the general resolutions permit the Authorized Issuers to issue additional State Personal Income Tax Revenue Bonds subject to statutory limitations on the maximum amount of bonds permitted to be issued by Authorized Issuers for Authorized Purposes and the additional bonds test described herein included in each of the general resolutions authorizing State Personal Income Tax Revenue Bonds. In accordance with the additional bonds test described herein, Revenue Bond Tax Fund Receipts of approximately \$47.8 billion are available to pay financing agreement payments on a pro-forma basis, which amount represents approximately 10.3<sup>1</sup> times the maximum annual Debt Service for all Outstanding State Personal Income Tax Revenue Bonds, including the debt service on the Series 2022 Bonds. It should be noted, however, that if New York State taxpayer donations to the Charitable Gifts Trust Fund approach maximum levels of participation, the aggregate amount of New York State Personal Income Tax Receipts would be materially and adversely affected which, in turn, could result in a material reduction in the debt service coverage on State Personal Income Tax Revenue Bonds. As noted above, however, additional bonds may not be issued unless the additional bonds test under the respective general resolution has been satisfied. See “— Additional Bonds” below and “PART 4 — SOURCES OF REVENUE BOND TAX FUND RECEIPTS — Projected Debt Service Coverage.”

The revenues, facilities, properties and any and all other assets of the Corporation of any name and nature, other than the Pledged Property, may not be used for, or, as a result of any court proceeding, otherwise applied to, the payment of State Personal Income Tax Revenue Bonds, any redemption premium therefor or the interest thereon or any other obligations under the General Resolution, and under no circumstances shall these be available for such purposes. See “PART 11 — THE CORPORATION” for a further description of the Corporation.

#### **Certification of Payments to be Set Aside in Revenue Bond Tax Fund**

The Enabling Act, the general resolutions and the financing agreements provide procedures for setting aside amounts from the Revenue Bond Tax Fund Receipts, which are deposited to the Revenue Bond Tax Fund to ensure that sufficient amounts will be available to make financing agreement payments, when due, to the applicable trustees on behalf of the Corporation and the other Authorized Issuers.

The Enabling Act, as amended, provides that:

1. No later than October 1 of each year, each Authorized Issuer must submit its State Personal Income Tax Revenue Bond cash requirements (which shall include financing agreement payments) for the following State Fiscal Year and, as required by the financing agreements, each of the subsequent four State Fiscal Years to the Division of the Budget.
2. No later than thirty (30) days after the submission of the Executive Budget in accordance with Article VII of the State Constitution, the Director of the Budget shall prepare a certificate which sets forth an estimate of:
  - (a) 50 percent of the amount of the estimated monthly New York State Personal Income Tax Receipts to be deposited in the Revenue Bond Tax Fund pursuant to the Enabling Act during that State Fiscal Year;

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\* Preliminary, subject to change.

<sup>1</sup> The initial collection of PTET receipts in December 2021 results in an unusually high amount of Revenue Bond Tax Fund Receipts in the consecutive 12-month period used to calculate coverage for the additional bonds test. On an annual basis coverage is projected to be 6.3x in FY 2022-23.

- (b) 50 percent of the amount of the estimated monthly New York State ECEP Receipts to be deposited in the Revenue Bond Tax Fund pursuant to the Enabling Act during that State Fiscal Year;
  - (c) 50 percent of the amount of the estimated monthly New York State PTET Receipts to be deposited in the Revenue Bond Tax Fund pursuant to the Enabling Act during that State Fiscal Year; and
  - (d) the monthly amounts necessary to be set aside in the Revenue Bond Tax Fund to make the financing agreement payments required to meet the cash requirements of the Authorized Issuers.
3. In the case of financing agreement payments due semi-annually, Revenue Bond Tax Fund Receipts shall be set aside monthly until such amount is equal to not less than the financing agreement payments for State Personal Income Tax Revenue Bonds of all Authorized Issuers in the following month as certified by the Director of the Budget.
  4. In the case of financing agreement payments due on a more frequent basis, monthly Revenue Bond Tax Fund Receipts shall be set aside monthly until such amount is, in accordance with the certificate of the Director of the Budget, sufficient to pay the required payment on each issue on or before the date such payment is due.

In addition, the general resolutions and the financing agreements require the State Comptroller to set aside, monthly, in the Revenue Bond Tax Fund, amounts such that the combined total of the (i) amounts previously set aside and on deposit in the Revenue Bond Tax Fund and (ii) amount of estimated monthly New York State Personal Income Tax Receipts (excluding refunds owed to taxpayers), estimated monthly New York State ECEP Receipts (excluding refunds owed to employers), and estimated monthly New York State PTET Receipts (excluding refunds owed to taxpayers), required to be deposited to the Revenue Bond Tax Fund as provided in 2(a), 2(b) and 2(c) above, are not less than 125 percent of the financing agreement payments required to be paid by the State Comptroller to the trustees on behalf of the Authorized Issuers in the following month.

The Director of the Budget may amend such certification as shall be necessary, provided that the Director of the Budget shall amend such certification no later than thirty (30) days after the issuance of any State Personal Income Tax Revenue Bonds, including refunding bonds, or after the execution of any interest rate exchange (or “swap”) agreements or other financial arrangements which may affect the cash requirements of any Authorized Issuer.

The Enabling Act provides that on or before the twelfth day of each month, the Commissioner shall certify to the State Comptroller the actual Revenue Bond Tax Fund Receipts for the prior month and, in addition, no later than March 31 of each State Fiscal Year, the Commissioner shall certify such amounts relating to the last month of the State Fiscal Year. At such times, the Enabling Act provides that the State Comptroller shall adjust the amount of estimated New York State Personal Income Tax Receipts (from the Withholding Component), the amount of estimated New York State ECEP Receipts and the amount of estimated New York State PTET Receipts deposited to the Revenue Bond Tax Fund to the actual amount certified by the Commissioner.

### **Set Aside of Revenue Bond Tax Fund Receipts**

As provided by the Enabling Act, the general resolutions, the financing agreements and the certificate of the Director of the Budget, the State Comptroller is required to:

1. Beginning on the first day of each month, deposit all of the daily receipts from the Withholding Component, the daily New York State ECEP Receipts and the daily New York State PTET Receipts to the Revenue Bond Tax Fund until there is on

deposit in the Revenue Bond Tax Fund an amount equal to 50 percent of estimated monthly New York State Personal Income Tax Receipts, 50 percent of estimated monthly New York State ECEP Receipts and 50 percent of estimated monthly New York State PTET Receipts.

2. Set aside, monthly, amounts on deposit in the Revenue Bond Tax Fund, such that the combined total of the (i) amounts previously set aside and on deposit in the Revenue Bond Tax Fund, and (ii) amount of estimated monthly Revenue Bond Tax Fund Receipts required to be deposited to the Revenue Bond Tax Fund in such month, are not less than 125 percent of the financing agreement payments required to be paid by the State Comptroller to the trustees on behalf of all the Authorized Issuers in the following month.

5.

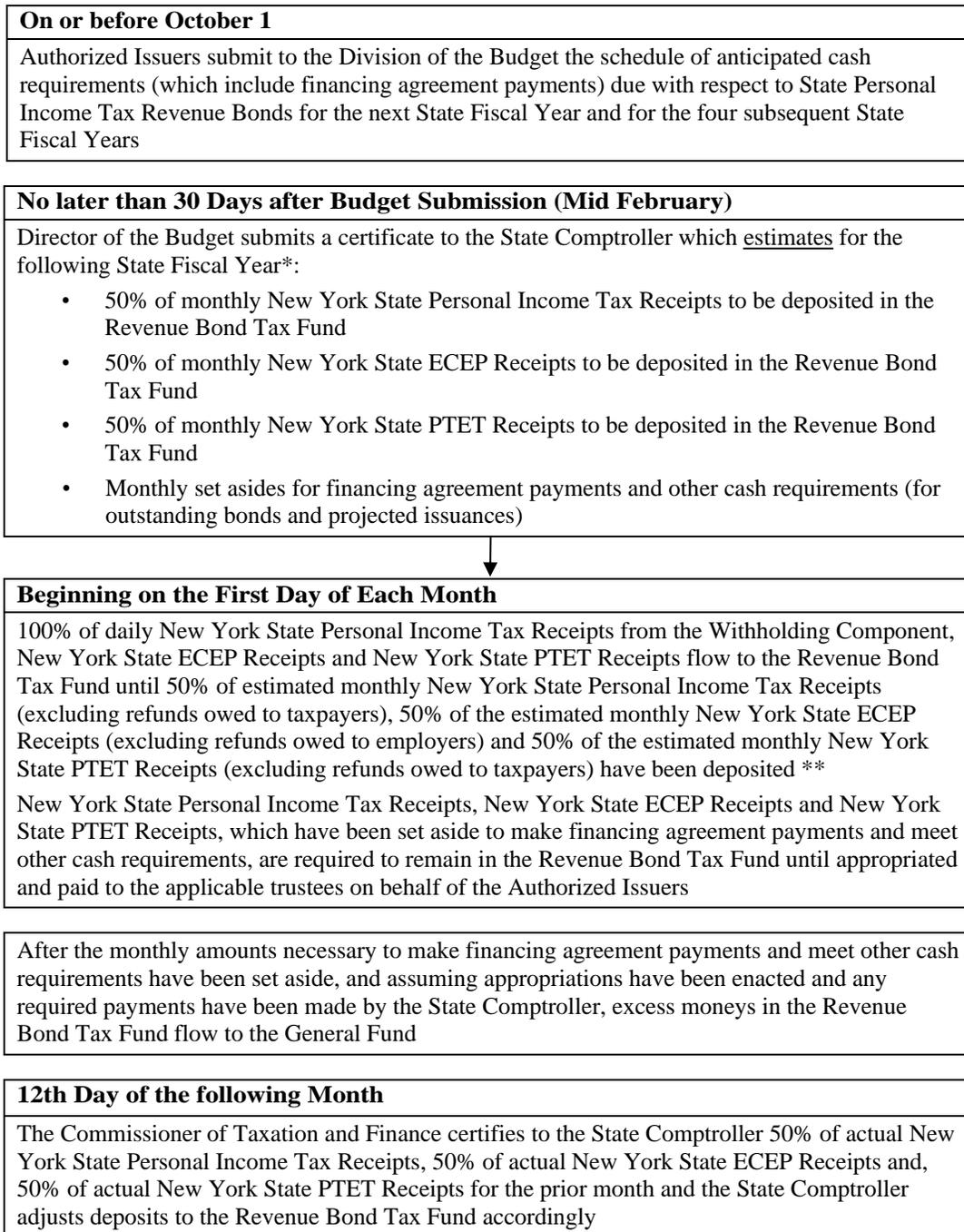
The Enabling Act provides that Revenue Bond Tax Fund Receipts which have been set aside in sufficient amounts to pay, when due, the financing agreement payments of all Authorized Issuers shall remain in the Revenue Bond Tax Fund (except, if necessary, for payments authorized to be made to the holders of State general obligation debt) until they are appropriated and used to make financing agreement payments.

Subject to appropriation by the State Legislature, upon receipt of a request for payment from any Authorized Issuer pursuant to a financing agreement, the State Comptroller shall pay over to the trustee, on behalf of such Authorized Issuer, such amount. In the event that Revenue Bond Tax Fund Receipts are insufficient to meet financing agreement payments on all State Personal Income Tax Revenue Bonds of all the Authorized Issuers as set forth in the certificate of the Director of the Budget, the State Comptroller is required by the Enabling Act, without appropriation, to immediately transfer amounts from the General Fund to the Revenue Bond Tax Fund, in the amount of such deficiency. Amounts so transferred to the Revenue Bond Tax Fund can only be used to pay financing agreement payments (except, if necessary, for payments authorized to be made to the holders of State general obligation debt).

The State Comptroller shall from time to time, but in no event later than the fifteenth day of each month (other than the last month of the fiscal year) and no later than the thirty-first day of the last month of each fiscal year, pay over and distribute to the credit of the General Fund all moneys in the Revenue Bond Tax Fund, if any, in excess of the aggregate amount required to be set aside for the payment of cash requirements as described above.

## Flow of Revenue Bond Tax Fund Receipts

The following chart summarizes the flow of Revenue Bond Tax Fund Receipts.



\* The Director of the Budget can amend the certification at any time to more precisely account for a revised Revenue Bond Tax Fund Receipts estimate or actual debt service and other cash requirements, and to the extent necessary, shall do so not later than thirty days after the issuance of any State Personal Income Tax Revenue Bonds.

\*\* The State can certify and set aside Revenue Bond Tax Fund Receipts in excess of the next month's financing agreement payment requirements to ensure amounts previously set aside and on deposit in the Revenue Bond Tax Fund together with 50 percent of estimated monthly New York State Personal Income Tax Receipts, 50 percent of estimated monthly New York State ECEP Receipts and 50 percent of estimated monthly New York State PTET Receipts to be deposited in such month are not less than 125 percent of all financing agreement payments due in the following month, as required by the financing agreements.

## **Moneys Held in the Revenue Bond Tax Fund**

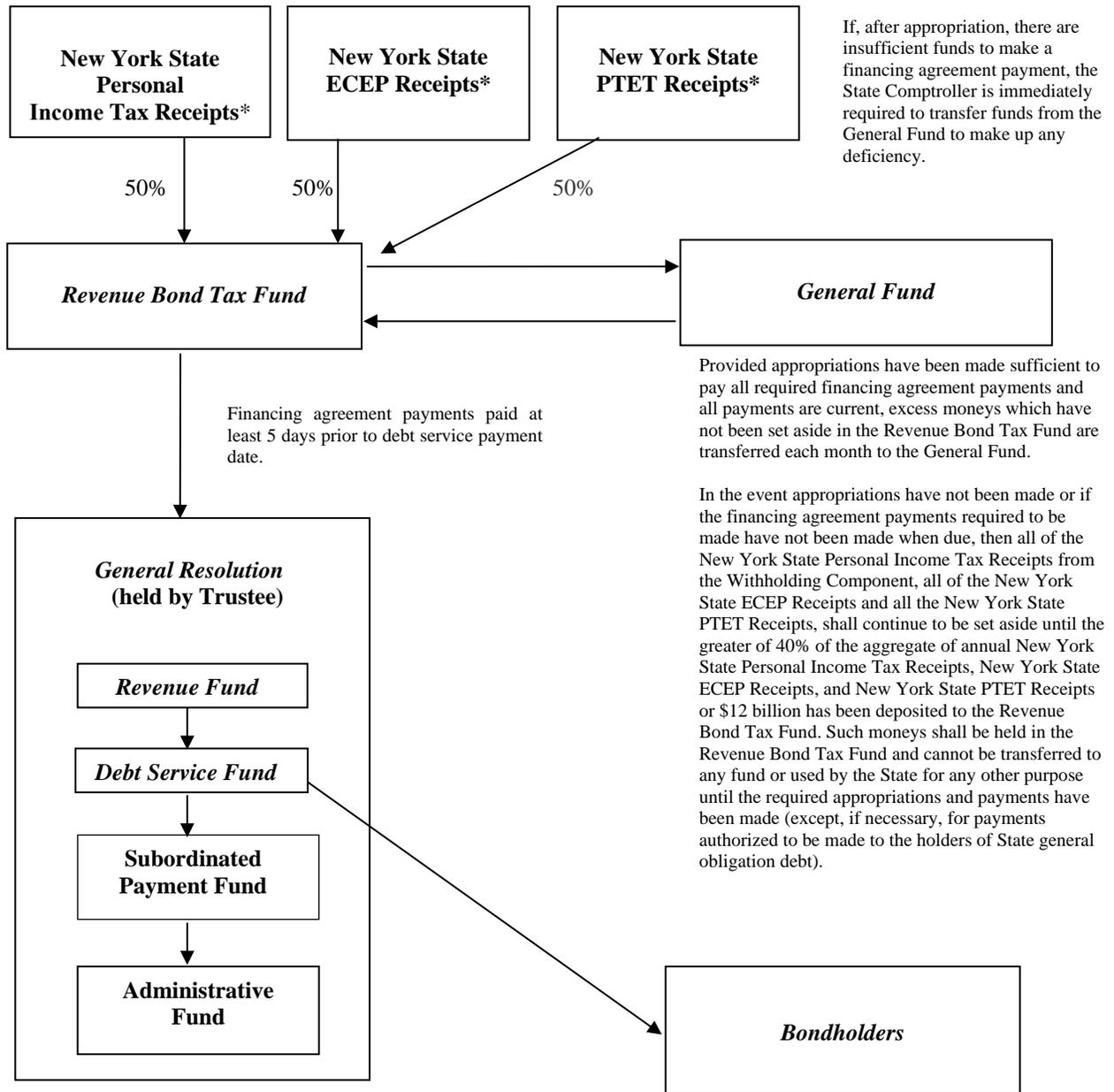
The Enabling Act prohibits the State Comptroller from paying over or distributing any amounts deposited in the Revenue Bond Tax Fund (except, if necessary, for payments authorized to be made to the holders of State general obligation debt) other than to the Corporation and other Authorized Issuers (which are paid to the applicable trustees on behalf of the Corporation and the other Authorized Issuers), unless two requirements are met. First, all payments as certified by the Director of the Budget for a State Fiscal Year must have been appropriated to the Corporation and other Authorized Issuers for the payment of financing agreement payments (including debt service) in the full amount specified in the certificate of the Director of the Budget. Second, each certified and appropriated payment for which moneys are required to be set aside as provided in the Enabling Act must have been made to the trustees on behalf of the Corporation and other Authorized Issuers when due.

If such appropriations have been made to pay all annual amounts specified in the certificate of the Director of the Budget as being required by the Corporation and all other Authorized Issuers for a State Fiscal Year and all such payments to the applicable trustees on behalf of the Corporation and all other Authorized Issuers are current, then the State Comptroller is required by the Enabling Act to pay over and distribute to the credit of the General Fund, at least once a month, all amounts in the Revenue Bond Tax Fund, if any, in excess of the aggregate amount required to be set aside. The Enabling Act also requires the State Comptroller to pay to the General Fund all sums remaining in the Revenue Bond Tax Fund on the last day of each State Fiscal Year, but only if the State has appropriated and paid to the applicable trustees on behalf of the Corporation and all other Authorized Issuers the amounts necessary for the Corporation and all other Authorized Issuers to meet their cash requirements for the current State Fiscal Year and, to the extent certified by the Director of the Budget, set aside any cash requirements required for the next State Fiscal Year.

In the event that (i) the State Legislature fails to appropriate all amounts required to make financing agreement payments on State Personal Income Tax Revenue Bonds to all Authorized Issuers or (ii) having been appropriated and set aside pursuant to a certificate of the Director of the Budget, any financing agreement payments have not been made when due on State Personal Income Tax Revenue Bonds, the Enabling Act, as amended, requires that all of the New York State Personal Income Tax Receipts from the Withholding Component, all of the New York State ECEP Receipts, and all of the New York State PTET Receipts shall continue to be set aside in the Revenue Bond Tax Fund until amounts on deposit in the Revenue Bond Tax Fund equal the greater of 40 percent of the aggregate of the annual New York State Personal Income Tax Receipts, New York State ECEP Receipts and New York State PTET Receipts or twelve billion dollars (\$12,000,000,000). Other than to make financing agreement payments from appropriated amounts, the Enabling Act prohibits the transfer of moneys in the Revenue Bond Tax Fund to any other fund or account or use of such moneys by the State for any other purpose (except, if necessary, for payments authorized to be made to the holders of State general obligation debt) until such time as the required appropriations and all required financing agreement payments have been made to the trustees on behalf of each Authorized Issuer, including the Corporation.

The Enabling Act provides that no person (including the Authorized Issuers or the holders of State Personal Income Tax Revenue Bonds) shall have any lien on moneys on deposit in the Revenue Bond Tax Fund and that the State's agreement to make financing agreement payments shall be executory only to the extent such payments have been appropriated.

**Flow of Revenues**



\* Nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the taxes imposed pursuant to Article 22, Article 24 and Article 24-A of the Tax Law.

## Appropriation by the State Legislature

The State may not expend money without an appropriation, except for the payment of debt service on general obligation bonds or notes issued by the State. An appropriation is an authorization approved by the State Legislature to expend money. The State Constitution requires all appropriations of State funds, including funds in the Revenue Bond Tax Fund, to be approved by the State Legislature at least every two years. In addition, the State Finance Law generally provides that appropriations shall cease to have force and effect, except as to liabilities incurred thereunder, at the close of the State Fiscal Year for which they were enacted and that to the extent of liabilities incurred thereunder, such appropriations shall lapse on the succeeding June 30th or September 15th depending on the nature of the appropriation. See “— Moneys Held in the Revenue Bond Tax Fund” in this section.

The Corporation expects that the State Legislature will make an appropriation from amounts on deposit in the Revenue Bond Tax Fund sufficient to pay financing agreement payments when due. Revenue Bond Tax Fund Receipts are expected to exceed the amounts necessary to pay financing agreement payments. In addition, in the event that the State Legislature fails to provide an appropriation, the Enabling Act requires that all of the New York State Personal Income Tax Receipts from the Withholding Component, all of the New York State ECEP Receipts and all of the New York State PTET Receipts shall continue to be deposited in the Revenue Bond Tax Fund until amounts on deposit in the Revenue Bond Tax Fund equal the greater of 40 percent of the aggregate of the annual New York State Personal Income Tax Receipts, New York State ECEP Receipts and New York State PTET Receipts or twelve billion dollars (\$12,000,000,000). The Enabling Act prohibits the transfer of moneys in the Revenue Bond Tax Fund to any other fund or account or the use of such moneys by the State for any other purpose (other than to make financing agreement payments from appropriated amounts, and except, if necessary, for payments authorized to be made to the holders of State general obligation debt) until such time as the required appropriations and all required financing agreement payments have been made to the trustees on behalf of each Authorized Issuer. The State Legislature may not be bound in advance to make an appropriation, and there can be no assurances that the State Legislature will appropriate the necessary funds as anticipated. Nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the taxes imposed pursuant to Article 22, Article 24 and Article 24-A of the Tax Law.

All payments required by financing agreements entered into by the State shall be executory only to the extent of the revenues available in the Revenue Bond Tax Fund. The obligation of the State to make financing agreement payments is subject to the State Legislature making annual appropriations for such purpose and such obligation does not constitute or create a debt of the State, nor a contractual obligation in excess of the amounts appropriated therefor. In addition, the State has no continuing legal or moral obligation to appropriate money for payments due under any financing agreement.

**State Personal Income Tax Revenue Bonds shall not be a debt of the State and the State shall not be liable thereon, nor shall State Personal Income Tax Revenue Bonds be payable out of any funds other than those pledged therefor. Neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal of, premium, if any, or interest on State Personal Income Tax Revenue Bonds.**

Pursuant to the Enabling Act, Revenue Bond Tax Fund Receipts which have been set aside to pay when due the financing agreement payments of all Authorized Issuers shall remain in the Revenue Bond Tax Fund until they are appropriated and used to make financing agreement payments. However, the Enabling Act also provides that the use of such Revenue Bond Tax Fund Receipts by the State Comptroller is “subject to the rights of holders of debt of the state” (i.e., general obligation bondholders who benefit from the faith and credit pledge of the State). Pursuant to Article VII Section 16 of the State Constitution, if at any time the State Legislature fails to make an appropriation for general obligation debt service, the State Comptroller is required to set apart from the first revenues thereafter received, applicable to the General Fund, sums sufficient to pay debt service on such general obligation debt. In the event that such revenues and other amounts in the General Fund are insufficient to so pay State general obligation bondholders, the State may also use amounts on deposit in the Revenue Bond Tax Fund as well as other funds to pay debt service on State general obligation bonds.

The Division of the Budget is not aware of any existing circumstances that would cause Revenue Bond Tax Fund Receipts to be used to pay debt service on State general obligation bonds in the future. The Director of the Budget believes that any failure by the State Legislature to make annual appropriations as contemplated would have a serious impact on the ability of the State and the Authorized Issuers to issue State-supported bonds to raise funds in the public credit markets.

### **Additional Bonds**

As provided in each general resolution, except as provided in the next paragraph with respect to certain refunding bonds, additional State Personal Income Tax Revenue Bonds may be issued by the related Authorized Issuer, provided that the amount of Revenue Bond Tax Fund Receipts for any 12 consecutive calendar months ended not more than six months prior to the date of such calculation, as certified by the Director of the Budget, is at least 2.0 times the maximum Calculated Debt Service on all Outstanding State Personal Income Tax Revenue Bonds, the State Personal Income Tax Revenue Bonds proposed to be issued, and any additional amounts payable with respect to parity reimbursement obligations.

The General Resolution also provides that additional Bonds may be issued to refund Outstanding Bonds either by meeting the debt service coverage test described above, or, in the alternative, by demonstrating that maximum annual debt service on all Outstanding Bonds will not increase as a result of such refunding.

For additional information, see “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION — Summary of Certain Provisions of the State Personal Income Tax Revenue Bonds Standard Resolution Provisions — Special Provisions for Additional Bonds” and “—Refunding Bonds.”

### **Parity Reimbursement Obligations**

An Authorized Issuer, including the Corporation, may incur Parity Reimbursement Obligations (as defined in each respective general resolution, including the General Resolution) pursuant to the terms of its general resolution which, subject to certain exceptions, would be secured by a pledge of, and a lien on, the pledged property on a parity with the lien created by the related general resolution with respect to bonds issued thereunder. A Parity Reimbursement Obligation may be incurred in connection with obtaining a Credit Facility and represents the obligation to repay amounts advanced under the Credit Facility. It may include interest calculated at a rate higher than the interest rate on the related State Personal Income Tax Revenue Bonds and may be secured by a pledge of, and a lien on, pledged property on a parity with the lien created by the general resolution for the State Personal Income Tax Revenue Bonds only to the extent that principal amortization requirements of the Parity Reimbursement Obligation are equal to the amortization requirements for the related State Personal Income Tax Revenue Bonds, without acceleration. See “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION.”

### **Certain Covenants of the State**

Pursuant to the general resolutions, the State pledges and agrees with the holders of State Personal Income Tax Revenue Bonds, Bond Anticipation Notes, Parity Reimbursement Obligations or other obligations issued or incurred thereunder that the State will not in any way impair the rights and remedies of holders of such State Personal Income Tax Revenue Bonds, Bond Anticipation Notes, Parity Reimbursement Obligations or other obligations until such State Personal Income Tax Revenue Bonds, Bond Anticipation Notes, Parity Reimbursement Obligations or other obligations issued or incurred thereunder, together with interest thereon, with interest, if any, on any unpaid installments of interest and all costs and expenses in connection with any action or proceeding by or on behalf of the holders are fully met and discharged.

Pursuant to the Enabling Act and the general resolutions, nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the taxes imposed pursuant to Article 22, Article 24, and Article 24-A of the Tax Law. An Event of Default under the general resolutions would not occur solely as a result of the State exercising its right to amend, repeal, modify or

otherwise alter the statutes imposing or relating to such taxes. However, the Director of the Budget believes that any materially adverse amendment, modification or alteration of, or the repeal of, statutes imposing or related to the taxes imposed pursuant to Article 22, Article 24, and Article 24-A of the Tax Law could have a serious impact on the flow of Revenue Bond Tax Fund Receipts to the Revenue Bond Tax Fund, the ability of the Authorized Issuers to issue additional State Personal Income Tax Revenue Bonds and the marketability of outstanding State Personal Income Tax Revenue Bonds.

### **Reservation of State’s Right to Substitute Credit**

Pursuant to the Enabling Act, the State reserves the right, upon amendment of the State Constitution to permit the issuance of State Revenue Bonds, which may be payable from or secured by revenues that may include the Revenues pledged under the general resolutions, (i) to assume, in whole or in part, State Personal Income Tax Revenue Bonds, (ii) to extinguish the existing lien on the pledged property created under the general resolutions, and (iii) to substitute security for State Personal Income Tax Revenue Bonds, in each case only so long as the assumption, extinguishment and substitution is accomplished in accordance with either of two provisions of the general resolutions. (For these purposes, any State Personal Income Tax Revenue Bonds paid or deemed to have been paid in accordance with the applicable general resolution on or before the date of any assumption, extinguishment and substitution are not to be taken into account in determining compliance with those provisions.) The first provision of the general resolutions is intended to permit an assumption, extinguishment and substitution, without any right of consent of Bondholders or other parties, if certain conditions are satisfied. The second provision of the general resolutions permitting such an assumption, extinguishment and substitution is intended to permit a broader range of changes with the consent of issuers of Credit Facilities and the consent of certain Bondholders. It provides that any such assumption, extinguishment and substitution may be effected if certain conditions are satisfied.

In the event a constitutional amendment becomes a part of the State Constitution, there can be no assurance that the State will exercise its rights of assumption, extinguishment, and substitution with respect to State Personal Income Tax Revenue Bonds. There can be no assurance that the Corporation or any other Authorized Issuer would be the issuer of any such State Revenue Bonds upon any such assumption, extinguishment and substitution and, if not the Corporation or any other Authorized Issuer, the issuer of such State Revenue Bonds could be the State or another public entity.

See “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION — Summary of Certain Provisions of the State Personal Income Tax Revenue Bonds Standard Resolution Provisions — Reservation of State Rights of Assumption, Extinguishment and Substitution.”

## **PART 4 — SOURCES OF REVENUE BOND TAX FUND RECEIPTS**

### **General History of the State Personal Income Tax**

In 1919, New York State became the seventh state to enact a personal income tax. The present system of conformity to federal tax law with respect to income and deductions was adopted in 1960. The personal income tax is New York’s largest source of tax revenue and consistently accounts for more than one-half of all State tax receipts.

The State’s personal income tax structure adheres closely to the definitions of adjusted gross income and itemized deductions used for federal personal income tax purposes, with certain modifications, such as: (1) the inclusion of investment income from debt instruments issued by other states and municipalities and the exclusion of income on certain federal obligations; and (2) the exclusion of pension income received by federal, New York State and local government employees, private pension and annuity income up to \$20,000 (\$40,000 for married couples filing jointly), and any Social Security income and refunds otherwise included in federal adjusted gross income.

Changes in federal tax law from time to time may positively or negatively affect the amount of personal income tax receipts collected by the State. State Tax Law changes may also impact personal income tax receipts by authorizing a wide variety of credits against the personal income tax liability of taxpayers. See “PART 3 – SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS—Legislative Changes to the State Personal Income Tax Revenue Bond Financing Program.”

Major tax credits include: Empire State Child Credit; Earned Income Tax Credit; Child and Dependent Care Credit; Household Credit; College Tuition Credit; Long-term Care Insurance Credit; Investment Credits; Real Property Tax Circuit Breaker Credit; STAR credit for new homeowners; and the New York City STAR personal income tax credit.

### **Personal Income Tax Rates**

Taxable income equals New York adjusted gross income (“AGI”) less deductions and exemptions. The tax provides separate rate schedules for married couples, single individuals and heads of households. For the 2009 through 2011 tax years, the State income tax was imposed at rates ranging from 4.0 percent to 8.97 percent on the taxable income of individuals, estates and trusts. For taxpayers with \$100,000 or more of AGI, the savings from graduated marginal tax rates is recaptured through a supplementary mechanism in effect since 1991. Between tax years 2012 and 2017, the tax tables were revised to include additional middle-income brackets with reduced tax rates and a new top bracket, which imposed a tax rate of 8.82 percent. The tax tables were also subject to annual inflation-based adjustment beginning tax year 2013 and ending tax year 2017. Tax rate reductions were applied to the aforementioned middle-income brackets in tax year 2018 as part of a scheduled eight-year phase-in of middle-income tax cuts. Beginning tax year 2021, the former 8.82 percent top rate increased to 9.65 percent and two new high-income brackets were added, including a new top rate of 10.9 percent. The phase-in of the middle-income tax cuts was accelerated by FY 2023 Enacted Budget legislation, rendering the cuts fully-effective beginning tax year 2023.

The following tables set forth the current rate schedules for tax year 2022, for tax years after 2022 and before 2028 and for tax years after 2027.

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New York State Personal Income Tax Rates for Tax Year 2022

**Married Filing Jointly and Qualified Widow(er)**

**Tax<sup>±</sup>**

Taxable Income:

Not over \$17,150 .....	4% of taxable income
Over \$17,150 but not over \$23,600 .....	\$686 plus 4.50% of excess over \$17,150
Over \$23,600 but not over \$27,900 .....	\$976 plus 5.25% of excess over \$23,600
Over \$27,900 but not over \$161,550 .....	\$1,202 plus 5.85% of excess over \$27,900
Over \$161,550 but not over \$323,200 .....	\$9,021 plus 6.25% of excess over \$161,550
Over \$323,200 but not over \$2,155,350 .....	\$19,124 plus 6.85% of excess over \$323,200
Over \$2,155,350 but not over \$5,000,000 .....	\$144,626 plus 9.65% of excess over \$2,155,350
Over \$5,000,000 but not over \$25,000,000 .....	\$419,135 plus 10.3% of excess over \$5,000,000
Over \$25,000,000 .....	\$2,479,135 plus 10.9% of excess over \$25,000,000

**Single, Married Filing Separately, Estates and Trusts**

Taxable Income:

Not over \$8,500 .....	4% of taxable income
Over \$8,500 but not over \$11,700 .....	\$340 plus 4.50% of excess over \$8,500
Over \$11,700 but not over \$13,900 .....	\$484 plus 5.25% of excess over \$11,700
Over \$13,900 but not over \$80,650 .....	\$600 plus 5.85% of excess over \$13,900
Over \$80,650 but not over \$215,400 .....	\$4,504 plus 6.25% of excess over \$80,650
Over \$215,400 but not over \$1,077,550 .....	\$12,926 plus 6.85% of excess over \$215,400
Over \$1,077,550 but not over \$5,000,000 .....	\$71,984 plus 9.65% of excess over \$1,077,550
Over \$5,000,000 but not over \$25,000,000 .....	\$450,500 plus 10.3% of excess over \$5,000,000
Over \$25,000,000 .....	\$2,510,500 plus 10.9% of excess over \$25,000,000

**Head of Household**

Taxable Income:

Not over \$12,800 .....	4% of taxable income
Over \$12,800 but not over \$17,650 .....	\$512 plus 4.50% of excess over \$12,800
Over \$17,650 but not over \$20,900 .....	\$730 plus 5.25% of excess over \$17,650
Over \$20,900 but not over \$107,650 .....	\$901 plus 5.85% of excess over \$20,900
Over \$107,650 but not over \$269,300 .....	\$5,976 plus 6.25% of excess over \$107,650
Over \$269,300 but not over \$1,616,450 .....	\$16,079 plus 6.85% of excess over \$269,300
Over \$1,616,450 but not over \$5,000,000 .....	\$108,359 plus 9.65% of excess over \$1,616,450
Over \$5,000,000 but not over \$25,000,000 .....	\$434,871 plus 10.3% of excess over \$5,000,000
Over \$25,000,000 .....	\$2,494,871 plus 10.9% of excess over \$25,000,000

<sup>±</sup> A supplemental income tax recaptures the savings due to graduated marginal tax rates such that, for example, when a taxpayer's AGI exceeds \$25,050,000 in tax year 2022, all taxable income becomes effectively subject to a flat 10.9 percent tax rate.

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New York State Personal Income Tax Rates for Tax Years After 2022 and Before 2028

**Married Filing Jointly**

**Tax<sup>±</sup>**

Taxable Income:

Not over \$17,150 .....	4% of taxable income
Over \$17,150 but not over \$23,600 .....	\$686 plus 4.50% of excess over \$17,150
Over \$23,600 but not over \$27,900 .....	\$976 plus 5.25% of excess over \$23,600
Over \$27,900 but not over \$161,550 .....	\$1,202 plus 5.50% of excess over \$27,900
Over \$161,550 but not over \$323,200 .....	\$8,553 plus 6.00% of excess over \$161,550
Over \$323,200 but not over \$2,155,350 .....	\$18,252 plus 6.85% of excess over \$323,200
Over \$2,155,350 but not over \$5,000,000 .....	\$143,754 plus 9.65% of excess over \$2,155,350
Over \$5,000,000 but not over \$25,000,000 .....	\$418,263 plus 10.3% of excess over \$5,000,000
Over \$25,000,000 .....	\$2,478,263 plus 10.9% of excess over \$25,000,000

**Single, Married Filing Separately, Estates and Trusts**

Taxable Income:

Not over \$8,500 .....	4% of taxable income
Over \$8,500 but not over \$11,700 .....	\$340 plus 4.50% of excess over \$8,500
Over \$11,700 but not over \$13,900 .....	\$484 plus 5.25% of excess over \$11,700
Over \$13,900 but not over \$80,650 .....	\$600 plus 5.50% of excess over \$13,900
Over \$80,650 but not over \$215,400 .....	\$4,271 plus 6.00% of excess over \$80,650
Over \$215,400 but not over \$1,077,550 .....	\$12,356 plus 6.85% of excess over \$215,400
Over \$1,077,550 but not over \$5,000,000 .....	\$71,413 plus 9.65% of excess over \$1,077,550
Over \$5,000,000 but not over \$25,000,000 .....	\$449,929 plus 10.3% of excess over \$5,000,000
Over \$25,000,000 .....	\$2,509,929 plus 10.9% of excess over \$25,000,000

**Head of Household**

Taxable Income:

Not over \$12,800 .....	4% of taxable income
Over \$12,800 but not over \$17,650 .....	\$512 plus 4.50% of excess over \$12,800
Over \$17,650 but not over \$20,900 .....	\$730 plus 5.25% of excess over \$17,650
Over \$20,900 but not over \$107,650 .....	\$901 plus 5.50% of excess over \$20,900
Over \$107,650 but not over \$269,300 .....	\$5,672 plus 6.00% of excess over \$107,650
Over \$269,300 but not over \$1,616,450 .....	\$15,371 plus 6.85% of excess over \$269,300
Over \$1,616,450 but not over \$5,000,000 .....	\$107,651 plus 9.65% of excess over \$1,616,450
Over \$5,000,000 but not over \$25,000,000 .....	\$434,163 plus 10.3% of excess over \$5,000,000
Over \$25,000,000 .....	\$2,494,163 plus 10.9% of excess over \$25,000,000

<sup>±</sup> A supplemental income tax recaptures the savings due to graduated marginal tax rates such that when a taxpayer's AGI exceeds \$25,050,000 in tax years 2023 through 2027, all taxable income becomes effectively subject to a flat 10.9 percent tax rate.

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New York State Personal Income Tax Rates for Tax Years After 2027

**Married Filing Jointly**

**Tax<sup>±</sup>**

Taxable Income:

Not over \$17,150 .....	4% of taxable income
Over \$17,150 but not over \$23,600 .....	\$686 plus 4.50% of excess over \$17,150
Over \$23,600 but not over \$27,900 .....	\$976 plus 5.25% of excess over \$23,600
Over \$27,900 but not over \$161,550 .....	\$1,202 plus 5.50% of excess over \$27,900
Over \$161,550 but not over \$323,200 .....	\$8,553 plus 6.00% of excess over \$161,550
Over \$323,200 but not over \$2,155,350 .....	\$18,252 plus 6.85% of excess over \$323,200
Over \$2,155,350 .....	\$143,754 plus 8.82% of excess over \$2,155,350

**Single, Married Filing Separately, Estates and Trusts**

Taxable Income:

Not over \$8,500 .....	4% of taxable income
Over \$8,500 but not over \$11,700 .....	\$340 plus 4.50% of excess over \$8,500
Over \$11,700 but not over \$13,900 .....	\$484 plus 5.25% of excess over \$11,700
Over \$13,900 but not over \$80,650 .....	\$600 plus 5.50% of excess over \$13,900
Over \$80,650 but not over \$215,400 .....	\$4,271 plus 6.00% of excess over \$80,650
Over \$215,400 but not over \$1,077,550 .....	\$12,356 plus 6.85% of excess over \$215,400
Over \$1,077,550 .....	\$71,413 plus 8.82% of excess over \$1,077,550

**Head of Household**

Taxable Income:

Not over \$12,800 .....	4% of taxable income
Over \$12,800 but not over \$17,650 .....	\$512 plus 4.50% of excess over \$12,800
Over \$17,650 but not over \$20,900 .....	\$730 plus 5.25% of excess over \$17,650
Over \$20,900 but not over \$107,650 .....	\$901 plus 5.50% of excess over \$20,900
Over \$107,650 but not over \$269,300 .....	\$5,672 plus 6.00% of excess over \$107,650
Over \$269,300 but not over \$1,616,450 .....	\$15,371 plus 6.85% of excess over \$269,300
Over \$1,616,450 .....	\$107,651 plus 8.82% of excess over \$1,616,450

<sup>±</sup> A supplemental income tax recaptures the savings due to graduated marginal tax rates such that when a taxpayer's AGI exceeds \$2,205,350 for married filing jointly taxpayers for tax years after 2027, all taxable income becomes effectively subject to a flat 8.82 percent tax rate.

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## **Components of the Personal Income Tax**

The components of personal income tax liability include withholding, estimated payments, final returns, delinquencies and refunds. Taxpayers prepay their tax liability through payroll withholding taxes imposed by Section 671 of Article 22 of the Tax Law (the “Withholding Component”) and estimated taxes imposed by Section 685 of Article 22 of the Tax Law. The New York State Department of Taxation and Finance collects the personal income tax from employers and individuals and reports the amount collected to the State Comptroller, who deposits collections net of overpayments and administrative costs.

Initiated in 1959, withholding tax is the largest component of income tax collections. New York requires employers to withhold and remit personal income taxes on wages, salaries, bonuses, commissions and similar income. The amount of withholding varies with the rates, deductions and exemptions. Under current law, employers must remit withholding liability within three business days after each payroll once the cumulative amount of liability reaches \$700. Certain small businesses and educational and health care organizations may make their withholding remittance within five business days, and employers with less than \$700 of withheld tax can remit it on a quarterly basis. Large employers (aggregate tax of more than \$100,000 per year) must make timely payment by electronic funds transfer or by certified check.

## **Employer Compensation Expense Program**

The ECEP was enacted in 2018 in response to federal legislation which limited the personal income tax deduction for state and local taxes to \$10,000 per taxpayer annually. Businesses are provided the option to participate in the ECEP, and those that elect to participate remit a tax on annual wages paid to each employee in excess of \$40,000. The tax rate is 1.5 percent in 2019, 3 percent in 2020, and 5 percent in 2021 and thereafter. The ECEP tax must be paid electronically on the same dates that the electing employer’s withholding tax payments are required to be made. An employer that overpays the tax may apply for a refund.

Employers participating in the ECEP in 2019 were required to make an election by December 1, 2018, and participating employers began remittance of taxes on payrolls in January 2019. Likewise, New York State ECEP Receipts to the Revenue Bond Tax Fund also began in January 2019. Employers participating in the ECEP for the 2020 tax year were required to make an election by December 1, 2019, and employers participating in the ECEP for the 2021 tax year were required to make an election by December 1, 2020.

New York State ECEP Receipts are dependent on the extent to which employers elect to participate in the program. In State Fiscal Year 2019-20, the State received \$2.0 million of New York State ECEP Receipts, based on the 262 employers that elected to participate in tax year 2019. New York State ECEP Receipts increased to \$3.2 million in State Fiscal Year 2020-21, based on 299 participating employers in tax year 2020, and increased again to \$13 million in State Fiscal Year 2021-22, based on 328 participating employers in tax year 2021. The participation count for tax year 2022 has declined to 286, but substantial uncertainty exists with respect to New York State ECEP Receipts after State Fiscal Year 2021-22 due to its limited and volatile history.

From a Revenue Bond Tax Fund perspective, the ECEP is expected to be revenue neutral. New York State ECEP Receipts collected from participating employers are expected to be offset by a comparable decrease in personal income tax receipts, because employees whose wages are subject to the ECEP may claim a personal income tax credit calculated using a statutory formula that corresponds in value to the tax imposed by the ECEP. As a result, aggregate receipts deposited to the Revenue Bond Tax Fund are expected to remain substantially the same regardless of the amount of New York State ECEP Receipts.

## **Pass-Through Entity Tax Program**

As part of the FY 2022 Enacted Budget, the State Legislature enacted legislation that provides for an optional pass-through entity tax on the State-sourced income of (i) partnerships and (ii) S corporations. Qualifying entities that elect to pay into PTET will pay a graduated tax on their State-sourced ordinary income (and guaranteed payments for partnerships) at the partnership or corporation level and their individual partners,

members and shareholders will receive a refundable tax credit equal to the proportionate or pro rata share of taxes paid by the electing entity.

For each taxable year beginning on or after January first, two thousand twenty-one, the PTET schedule is as follows:

If pass-through entity taxable income is:

Not over \$2,000,000.....	6.85% of taxable income
Over \$2,000,000 but not over \$5,000,000 .....	\$137,000 plus 9.65% of the excess over \$2,000,000
Over \$5,000,000 but not over \$25,000,000 .....	\$426,500 plus 10.30% of excess over \$5,000,000
Over \$25,000,000.....	\$2,486,500 plus 10.90% of excess over \$25,000,000

The FY 2023 Enacted Budget Financial Plan includes estimates for PTET receipts and a corresponding decrease in personal income tax receipts. The overall effect on projected receipts to the Revenue Bond Tax Fund, to which 50 percent of both New York State Personal Income Tax Receipts and New York State PTET Receipts are deposited, is that PTET has significantly increased FY 2022 receipts and is expected to significantly decrease FY 2023 receipts. Projections are, however, based on limited experience to date, and there can be no assurance that such projections will be realized. See “PART 3—SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS — Legislative Changes to the State Personal Income Tax Revenue Bond Financing Program.”

**Revenue Bond Tax Fund Receipts**

The Enabling Act provides that 50 percent of the New York State Personal Income Tax Receipts shall be deposited in the Revenue Bond Tax Fund. Such receipts currently exclude refunds paid to taxpayers.

The Enabling Act also provides that 50 percent of the New York State ECEP Receipts shall be deposited in the Revenue Bond Tax Fund. Such receipts currently exclude refunds paid to employers.

Effective April 1, 2021, pursuant to legislative changes, 50 percent of the New York State PTET Receipts, shall be deposited in the Revenue Bond Tax Fund. Such receipts currently exclude refunds paid to taxpayers. See “PART 3—SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS — Legislative Changes to the State Personal Income Tax Revenue Bond Financing Program.”

Beginning on the first day of each month, the Enabling Act requires the State Comptroller to deposit in the Revenue Bond Tax Fund all of the receipts from the Withholding Component, all of the New York State ECEP Receipts and all of the New York State PTET Receipts until 50 percent of estimated monthly New York State Personal Income Tax Receipts, 50 percent of estimated monthly New York State ECEP Receipts, and 50 percent of the estimated monthly New York State PTET Receipts respectively, have been deposited into the Revenue Bond Tax Fund.

The following table sets forth certain historical and projected information concerning New York State Personal Income Tax Receipts, the Withholding Component, New York State PTET Receipts, New York State ECEP Receipts and deposits to the Revenue Bond Tax Fund from State Fiscal Years 2013-14 through 2022-23. For additional information related to the State, see “APPENDIX A – INFORMATION CONCERNING THE STATE OF NEW YORK –Financial Plan Overview – Executive Summary.”

**NYS Personal Income Tax Receipts and Withholding Component, NYS PTET Receipts  
NYS ECEP Receipts, and Revenue Bond Tax Fund Receipts  
State Fiscal Years 2013-14 through 2022-23\*  
(Dollars in Thousands)**

State Fiscal Year	New York State Personal Income Tax Receipts	Withholding Component	Withholding as a % of State Personal Income Tax Receipts	New York State PTET Receipts	New York State ECEP Receipts	Revenue Bond Tax Fund Receipts
2013-14	\$42,961	\$33,368	77.7%	N/A	N/A	\$10,740
2014-15	43,710	34,907	79.9	N/A	N/A	10,927
2015-16	47,055	36,549	77.7	N/A	N/A	11,764
2016-17	47,566	37,524	78.9	N/A	N/A	11,891
2017-18	51,501	40,269	78.2	N/A	N/A	12,875
2018-19	48,087	41,084	85.4	N/A	\$ 0.1	24,044*
2019-20	53,659	43,118	80.4	N/A	2.0	26,831*
2020-21	54,967	44,218	80.4	N/A	3.2	27,485*
2021-22	70,737	53,328	75.4	\$16,430	13.0	43,590*
2022-23 (proj.)†	46,975	51,638	109.9	14,997	13.0	30,991*

\* Reflects increased deposits to the Revenue Bond Tax Fund, resulting from FY 2019 Enacted Budget legislation.

† Reflects the timing of PTET receipts that results in a decrease in personal income tax receipts, which are estimated to be revenue-neutral to the State on a multi-year basis, but are not estimated to be revenue-neutral to the State within each fiscal year.

For State Fiscal Year 2021-22, New York State Personal Income Tax Receipts totaled approximately \$70.7 billion and accounted for approximately 58.4 percent of State tax receipts in all State Funds. The FY 2023 Enacted Budget Financial Plan projects that total New York State Personal Income Tax Receipts (net of refunds to taxpayers but before deposits to the School Tax Relief (STAR) Fund) will decrease by 33.6 percent to approximately \$47.0 billion in State Fiscal Year 2022-23. The decrease in FY 2022-23 receipts and the resulting increased share of total receipts represented by the withholding component are due to the influence of PTET. The FY 2023 Enacted Budget assumes that revenue loss from tax year 2021 PTET credits will be realized entirely through personal income tax settlement payments, beginning April 2022. Furthermore, there is also the assumption that that revenue loss from tax year 2022 PTET credits will be realized primarily through reduced personal income tax quarterly estimated payments, also beginning April 2022. Therefore, FY 2022-23 personal income tax receipts are negatively affected by nearly two full tax years' worth of PTET credits. New York State ECEP Receipts are estimated to total \$13 million in State Fiscal Year 2022-23, reflecting the second complete fiscal year of collection based on fully phased-in ECEP tax rate (5 percent).

Total State personal income tax receipts (as distinguished from New York State Personal Income Tax Receipts as defined herein and presented in the table above) estimates are based on the State personal income tax liability estimated by the Division of the Budget for each of the relevant tax years and the patterns of receipts and refunds for each tax year. Such tax year liability estimates are, in turn, based largely on forecasts of State adjusted gross income, with adjustments made for legislative changes (see “— General History of the State Personal Income Tax” above) that will affect each year's tax liability. The level of total State personal income tax receipts is necessarily dependent upon economic and demographic conditions in the State, and therefore there can be no assurance that historical data with respect to total State personal income tax receipts will be indicative of future receipts. Since the institution of the modern income tax in New York in 1960, total personal income tax receipts have fallen seven times on a year-over-year basis, in State Fiscal Years 1964-65, 1971-72, 1977-78, 1990-91, 2002-03, 2009-10 and 2018-19. Total State personal income tax receipts are projected to decline again in State Fiscal Year 2022-23 due to the payment of tax year 2021 PTET credits – following the completion of tax year 2021 personal income tax final returns – and a reduction of tax year 2022 personal income tax estimated payments in anticipation of tax year 2022 PTET credits.

For a more detailed discussion of the general economic and financial condition of the State, including the economic impact of the COVID-19 pandemic on the State, and its projection of personal income tax receipts, see “APPENDIX A—INFORMATION CONCERNING THE STATE OF NEW YORK.”

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The following table shows the pattern of State adjusted gross income growth and personal income tax liability for tax years 2013 through 2022.

**NYS Adjusted Gross Income (AGI) and Personal Income Tax Liability 2013 to 2022\***

<b>Tax Year</b>	<b>NYS AGI</b>	<b>Percent Change</b>	<b>Personal Income Tax Liability</b>	<b>Percent Change</b>
	<i>(\$ in millions)</i>			
2013 .....	\$ 714,046	(0.1)%	\$37,331	(1.8)%
2014 .....	776,477	8.7	41,910	12.3
2015 .....	807,775	4.0	43,503	3.8
2016 .....	794,105	(1.7)	41,736	(4.1)
2017 .....	874,568	10.1	48,000	15.0
2018 .....	906,868	3.7	48,712	1.5
2019 .....	930,755	2.6	49,567	1.8
2020 (est.) .....	951,092	2.2	53,043	7.0
2021 (est.) .....	1,084,952	14.1	67,118	26.5
2022 (proj.) .....	<del>1,900,836</del>	4.25	<del>51,934</del> 5.2	1.2

The table indicates that under the State’s progressive income tax structure with graduated tax rates, tax liability generally changes at a faster percentage rate than adjusted gross income, absent major law changes or economic events. Since tax year 2013, adjusted gross income has grown in all but two years, with the two annual declines in large part due to strategic income shifting in response to changes, or anticipated changes, to the federal tax code. Consequently, tax liability declined in both of these years, while also growing minimally in tax year 2018 due to the aforementioned strategic income shifting.

The FY 2023 Enacted Budget Financial Plan estimates that tax year 2020 personal income tax liability totaled \$53.0 billion, increasing 7.0 percent from the prior year. Reflecting not only the economic impact of the COVID-19 pandemic, including the extraordinary support to personal incomes provided by the Federal government and the robust recovery of equity markets, but also the effects of new, high-income tax brackets and rates that are effective with the 2021 tax year, personal income tax liability is projected to increase by 26.5 percent to \$67.1 billion in tax year 2021 and then projected to increase 1.2 percent to \$67.9 billion in tax year 2022.

**Debt Service Coverage**

The following table sets forth (1) Revenue Bond Tax Fund Receipts for a twelve consecutive calendar month period ended not more than six months prior to the date of such calculation, (2) maximum Calculated Debt Service on the outstanding State Personal Income Tax Revenue Bonds, including the debt service on the Series 2022 Bonds, and (3) resulting debt service coverage. There can be no assurance that actual Revenue Bond Tax Fund Receipts will not be less than the amounts collected during the calculation period, as a result of numerous factors affecting Revenue Bond Tax Fund Receipts that cannot be predicted at this time.

**Debt Service Coverage on State Personal Income Tax Revenue Bonds  
(Dollars in Thousands)**

Revenue Bond Tax Fund Receipts.....	\$47,778,900
Maximum Calculated Debt Service .....	\$4,661,068
Debt Service Coverage .....	10.3x <sup>*§</sup>

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\* Preliminary, subject to change

§ The initial collection of PTET receipts in December 2021 results in an unusually high amount of Revenue Bond Tax Fund Receipts in the consecutive 12-month period used to calculate coverage for the additional bonds test. On an annual basis coverage is projected to be 6.3x in FY 2022-23.

**Projected Debt Service Coverage**

Based upon the assumptions used in preparing the following table including assumed State Personal Income Tax Revenue Bond issuances averaging approximately \$6.1 billion annually over the next five years, State Personal Income Tax Revenue Bond debt service coverage based only upon the Revenue Bond Tax Fund’s receipt of the New York State Personal Income Tax Receipts, New York State ECEP Receipts, and New York State PTET Receipts is expected to be a minimum of 6.3x in State Fiscal Year 2023 and a maximum of 7.2x in State Fiscal Year 2024.

The following table entitled, “Projected Debt Service Coverage on State Personal Income Tax Revenue Bonds” does not reflect any estimate of charitable donations or the impact of such charitable donations on the amount of New York State Personal Income Tax Receipts deposited into the Revenue Bond Tax Fund. As a result, the coverage ratios shown in the table may be materially and adversely affected by such donations.

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**Projected Debt Service Coverage on State Personal Income Tax Revenue Bonds<sup>1</sup>**  
**State Fiscal Years 2022-23 through 2026-27**  
**(Dollars in Thousands)**

	<u>FY 2022-23</u>	<u>FY 2023-24</u>	<u>FY 2024-25</u>	<u>FY 2025-26</u>	<u>FY 2026-27</u>
Projected Revenue Bond Tax Fund Receipts <sup>†</sup>	\$30,991	\$38,963	\$40,899	\$41,359	\$42,561
Projected New State Personal Income Tax Revenue Bonds Issuances	5,817	6,398	5,366	6,264	6,435
Projected Total State Personal Income Tax Revenue Bonds Outstanding	50,652	54,972	57,894	60,852	63,823
Projected Maximum Annual Debt Service <sup>±</sup>	4,947	5,396	5,750	6,262	6,199
Projected Debt Service Coverage	6.3x	7.2x	7.1x	6.6x	6.9x

\* As of the 2023 Enacted Budget Financial Plan.

† Includes New York State Personal Income Tax Receipts, New York State ECEP Receipts, and New York State PTET Receipts. Reflects the timing of PTET receipts and subsequent decrease in personal income tax receipts, which are estimated to be revenue-neutral to the State on a multi-year basis but are not estimated to be revenue-neutral to the State within each fiscal year.

± The projections of future Revenue Bond Tax Fund Receipts are based on a number of factors and considerations. With respect to donations to the Charitable Gifts Trust Fund, meaningful historical baseline data are not available for incorporation into revenue projections. Accordingly, the information in this table may be subject to greater variability than other projections contained in this Official Statement.

Additional State Personal Income Tax Revenue Bonds may be issued, subject to satisfaction of a 2.0 times debt service coverage test. All State Personal Income Tax Revenue Bonds issued by any Authorized Issuer will be on a parity with each other as to payments from the Revenue Bond Tax Fund, subject to annual appropriation by the State Legislature. See “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS — Additional Bonds.”

**Impact of Charitable Gifts Trust Fund on State Personal Income Tax Revenue Bonds**

The amount of donations made by New York State taxpayers to the Charitable Gifts Trust Fund is the principal direct risk to the amount of New York State Personal Income Tax Receipts deposited to the Revenue Bond Tax Fund. Donations to the Charitable Gifts Trust Fund could reduce State personal income tax receipts by nearly one dollar for every dollar donated because donors can claim a personal income tax deduction and a tax credit equal to 85 percent of the donation amount for the tax year following the year in which the donation is made.

Prior to the June 13, 2019 release of Treasury Decision 9864 see, “PART 3—SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS — Legislative Changes to the State Personal Income Tax Revenue Bond Financing Program,” the Division of the Budget and the Department of Taxation and Finance have calculated the maximum amount of charitable donations to the Charitable Gifts Trust Fund for tax years 2022 through 2025<sup>1</sup> to be, on average, in the range of \$23 billion annually. The calculation assumes that every resident taxpayer who has an incentive to donate will do so, and such donations will be equal to the total value of each resident taxpayer’s State and local tax payments (“SALT”), less the value of the \$10,000 Federal SALT deduction limit, up to the value of the taxpayer’s total State tax liability. The calculation is dependent on several assumptions concerning the number of itemized filers. It also relies on the Division of the Budget’s projections of the level of PTET liability and the associated PTET credits,

<sup>1</sup> The Federal SALT deduction limit is currently scheduled to expire on December 31, 2025. Upon such expiration, the Charitable Gifts Trust Fund would not provide any federal tax advantages to participating State residents.

which serve to reduce personal income tax liability. The calculation assumes that all PTET credits are claimed by taxpayers negatively affected by the \$10,000 Federal SALT deduction limit, thereby reducing the maximum amount of charitable donations to the Charitable Gifts Trust Fund on a dollar-for-dollar basis. The calculation also assumes that (a) no further changes in tax law occur and (b) Division of the Budget’s projections of the level of State taxpayer liability for the forecast period as set forth in the Financial Plan are materially accurate. The calculation is only intended to serve as a stress test on State personal income tax receipts that may flow to the Revenue Bond Tax Fund under different levels of assumed taxpayer participation. Accordingly, the calculation should not, under any circumstances, be viewed as a projection of likely donations in any future year. Other factors that may influence donation activity include: continued federal limitations on the SALT deduction coupled with statements, actions, or interpretive guidance by the IRS or other governmental actors relating to the deductibility of such donations; the liquidity position, risk tolerance, and knowledge of individual taxpayers; and advice or guidance of tax advisors or other professionals.

The following table summarizes the calculation of the potential impact of charitable donations on Revenue Bond Tax Fund Receipts under different scenarios of possible taxpayer participation.

**Potential Effect of Contributions to the Charitable Gifts Trust Fund on  
Revenue Bond Tax Fund Receipts  
State Fiscal Years 2023 Through 2026  
(billions of dollars)**

	<b>FY 2023</b>	<b>FY 2024</b>	<b>FY 2025</b>	<b>FY 2026</b>
Revenue Bond Tax Fund Receipts, Prior Law	\$16.0	\$19.5	\$20.6	\$20.3
Revenue Bond Tax Fund Receipts, Current Law	32.1	39.0	41.1	40.7
Revenue Bond Tax Fund Receipts After Charitable Gifts				
100% Participation	28.9	28.8	30.5	30.1
75% Participation	29.7	31.4	33.2	32.7
50% Participation	30.5	33.9	35.8	35.4
25% Participation	31.3	36.5	38.5	38.0
10% Participation	31.7	38.0	40.1	39.6

*NOTE: The calculation of the maximum amount of donations is intended as a stress test on New York State Personal Income Tax Receipts that may flow to the Revenue Bond Tax Fund under certain conditions. It should not under any circumstances be viewed as the likely or projected amount of Charitable Gifts Trust Fund donations in any given year.*

**ASSUMPTIONS:**

1. *Tax Rates, Deductions, and Credits.* Revenue Bond Tax Fund Receipts After Charitable Gifts reflects a State income tax deduction for the tax year that the charitable donation is made, and an 85% State tax credit in the following tax year.
2. *State cap on itemized deductions.* The values within this table are determined without respect to New York State’s limitations on itemized deductions and, as a result, likely overestimate the negative effect on Revenue Bond Tax Fund Receipts.
3. *Timing.* The values in this table likely overstate the negative effect of future gifts to the Charitable Gifts Trust Fund on the Revenue Bond Tax Fund by assuming that taxpayers immediately reduce withholding and quarterly estimated tax payments, rather than reconciling through tax returns following the conclusion of the tax year.

In general, assumptions made regarding taxpayer behavior were intended to maximize the calculated impact of charitable giving on personal income tax receipts in each year. After these adjustments and with the inclusion of New York State ECEP and PTET Receipts, Revenue Bond Tax Fund Receipts are projected to remain above the level of receipts that would have been expected under statutes effective prior to April 2018, even assuming a maximum taxpayer participation scenario.

The calculation of the projected maximum amount of donations is necessarily based on many assumptions that may change materially over time. While the Division of the Budget believes that these factors can be expected to constrain donation activity, there can be no assurance that, under conditions of maximum participation, the amount of annual donations to the Charitable Gifts Trust Fund will not reduce the level of New

York State Personal Income Tax Receipts deposited into the Revenue Bond Tax Fund below the levels calculated. Accordingly, although the calculation of a maximum amount reflects the Division of the Budget's and Department of Taxation and Finance's current best judgment and estimates, such amount may be higher.

As of the FY 2023 Enacted Budget Financial Plan Updated for Governor's Amendments and Forecast Revisions, the State has received \$93 million in charitable gifts that have been deposited to the Charitable Gifts Trust Fund. Donations to the Charitable Gifts Trust Fund will likely reduce New York State Personal Income Tax Receipts by nearly one dollar for every dollar donated. There can be no assurance that, under conditions of maximum participation, the amount of annual charitable gifts will not reduce the level of New York State Personal Income Tax Receipts deposited into the Revenue Bond Tax Fund below the levels projected in February 2018 before State tax reforms were enacted. If that were to occur, it is the Division of the Budget's expectation that changes to the Tax Law would be recommended to further increase the percentage of New York State Personal Income Tax Receipts deposited into the Revenue Bond Tax Fund.

## **PART 5 — DESCRIPTION OF THE SERIES 2022 BONDS**

### **General**

The Series 2022 Bonds will bear interest, computed on the basis of a 360-day year and 30-day month, from their date of delivery, payable March 15, 2023 and on each March 15 and September 15 thereafter at the rates set forth on the inside cover pages of this Official Statement.

The Series 2022 Bonds will be issued only as fully registered bonds in principal denominations of \$5,000 or any integral multiple thereof.

The Record Date for the Series 2022 Bonds shall be the last day of the calendar month preceding such interest payment date.

The Series 2022 Bonds will be issued under a book-entry only system, and will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York, which will act as bond depository for the Series 2022 Bonds. Principal or redemption price of and interest on the Series 2022 Bonds are payable by The Bank of New York Mellon, New York, New York, as Trustee and Paying Agent, to Cede & Co., so long as Cede & Co. is the registered owner of the Series 2022 Bonds, as nominee for DTC, which will, in turn, remit such principal and interest to the DTC Participants for subsequent disbursement to the Beneficial Owners. See "PART 8 — BOOK-ENTRY ONLY SYSTEM" below.

### **Optional Redemption\* [TBD]**

#### ***Series 2022A Bonds***

The Series 2022A Bonds are subject to optional redemption as described below and in "APPENDIX B-II — SUMMARY OF CERTAIN PROVISIONS OF THE STATE PERSONAL INCOME TAX REVENUE BONDS STANDARD RESOLUTION PROVISIONS — Redemption at the Election of the Issuer; Redemption other than at Issuer's Election; Selection of Bonds to be Redeemed."

The Series 2022A Bonds maturing on or before March 15, [203\_] are not subject to redemption prior to maturity.

The Series 2022A Bonds maturing after March 15, [203\_] are subject to redemption prior to maturity on or after March 15, 2030, in any order at the option of the Corporation, as a whole or in part at any time, at a redemption price of par, plus accrued interest to the redemption date.

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\* Preliminary, subject to change.

### ***Series 2022B Bonds***

The Series 2022B Bonds are subject to optional redemption prior to maturity as a whole or in part, at the option of the Corporation, on any Business Day, (i) before March 15, [203\_] at the Make-Whole Redemption Price described below, and (ii) on or after March 15, [203\_], at a Redemption Price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption.

The “Make-Whole Redemption Price” is the greater of (i) 100% of the principal amount of the Series 2022B Bonds to be redeemed and (ii) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2022B Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2022B Bonds are to be redeemed, discounted to the date on which the Series 2022B Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the adjusted Treasury Rate (as defined below) plus 15 basis points for the 2023 through 2030 maturities, inclusive, and plus 35 basis points for the 2031 through 2039 maturities, inclusive, plus, in each case, accrued and unpaid interest on the Series 2022B Bonds to be redeemed on the redemption date.

The “Treasury Rate” is, as of any redemption date, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two Business Days, but no more than 60 calendar days, prior to the redemption date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) most nearly equal to the period from the redemption date to the maturity date of the Series 2022B Bonds to be redeemed; (taking into account any sinking fund installments for such bonds) provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually-traded United States Treasury securities adjusted to a constant maturity of one year will be used.

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### **Mandatory Sinking Fund Redemption [TBD]**

The Series 2022A Bonds maturing on March 15, 20\_\_ are Term Bonds subject to mandatory redemption in part, on March 15 in the years shown below, at a Redemption Price equal to the principal amount thereof, plus accrued interest, if any, to the date of redemption in an amount equal to the Sinking Fund Installments for such Bonds for such date:

<u>Series 2022A Term Bond Maturing March 15, 20__</u>	
<u>Year</u>	<u>Sinking Fund Installments</u>

† Stated maturity.

The Series 2022B Bonds maturing on March 15, 20\_\_ are Term Bonds subject to mandatory redemption in part, on March 15 in the years shown below, at a Redemption Price equal to the principal amount thereof, plus accrued interest, if any, to the date of redemption in an amount equal to the Sinking Fund Installments for such Bonds for such date:

<u>Series 2022B Term Bond Maturing March 15, 20__</u>	
<u>Year</u>	<u>Sinking Fund Installments</u>

† Stated maturity.

### **Selection of Series 2022 Bonds to be Redeemed; Notice of Redemption [TBD]**

In the case of redemptions of Series 2022A Bonds or Series 2022B Bonds at the option of the Corporation, the Corporation will select the maturities (and interest rates, if applicable) of the Series 2022A Bonds or Series 2022B Bonds to be redeemed.

#### Series 2022A Bonds

If less than all of the Series 2022A Bonds of a maturity (and interest rates, if applicable) are to be redeemed, the Trustee shall assign to each Outstanding Series 2022A Bond of such maturity (and interest rates, if applicable) to be redeemed a distinctive number for each unit of the principal amount of such Bond equal to the lowest denomination in which such Series 2022A Bonds are authorized to be issued and shall select by lot, using such method of selection as it shall deem proper in its discretion, from the numbers assigned to such Series 2022A Bonds, as many numbers as, at such unit amount equal to the lowest denomination in which such Series 2022A Bonds are authorized to be issued for each number, shall equal the principal amount of such Series 2022A Bonds to be redeemed.

For so long as DTC is the registered owner of the Series 2022A Bonds, procedures with respect to the transmission of notices and the selection of Series 2022A Bonds to be redeemed and the corresponding redemption of Principal, Sinking Fund Installments, if any or Redemption Price, if any, of and interest on the Series 2022A Bonds so held shall be in accordance with arrangements among the Trustee, the Corporation and DTC.

### Series 2022B Bonds

While the Series 2022B Bonds are held in DTC book-entry only form, in the case of optional redemption of the Series 2022B Bonds, if less than all of the Series 2022B Bonds are to be redeemed, the particular Series 2022B Bonds or portions thereof to be redeemed are to be selected on a “Pro Rata Pass-Through Distribution of Principal” basis in accordance with DTC operational procedures then in effect. Such procedures currently provide for adjustment of the principal by a factor provided by the Trustee. If the Trustee does not provide the necessary information or does not identify the redemption as on a “Pro Rata Pass-Through Distribution of Principal” basis, the Series 2022B Bonds will be selected for redemption in accordance with DTC procedures by lot. The Corporation intends that redemption allocations to be made by DTC, the DTC Participants or such other intermediaries that may exist between the Corporation and the owners of the Series 2022B Bonds be made on a “Pro Rata Pass-Through Distribution of Principal” basis as described above. However, the Corporation cannot provide any assurance that DTC, the DTC Participants or any other intermediaries will allocate redemptions among the owners on such basis. If operational procedures of DTC (or of any successor depository) do not allow for the redemption of the Series 2022B Bonds on a “Pro Rata Pass-Through Distribution of Principal” basis, the Series 2022B Bonds will be selected for redemption by lot.

If the Series 2022B Bonds are not registered in book-entry form and if fewer than all of a maturity of the Series 2022B Bonds are to be redeemed, the particular Series 2022B Bonds to be redeemed will be selected on a pro rata basis; provided, however, that any such redemption must be performed in a manner that results in all of the remaining outstanding Series 2022B Bonds being in authorized denominations.

### ***Notice of Redemption***

Any notice of optional redemption of the Series 2022 Bonds may state that it is conditional upon receipt by the Trustee of money sufficient to pay the Redemption Price of such Series 2022 Bonds or upon the satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before payment of such Redemption Price if any such condition so specified is not satisfied or if any such other event occurs. Under the Resolutions, the Trustee is required to provide (i) notice of any rescission or failure to meet any such condition or other such event as promptly as practicable after the failure of such condition or the occurrence of such other event, and (ii) notice of the Make-Whole Redemption Price as promptly as practicable after its determination.

When the Trustee shall have received notice from the Corporation that Series 2022 Bonds are to be redeemed at the option of the Corporation, and regardless of any such notice in the case of mandatory sinking fund redemption, the Trustee shall give notice, in the name of the Corporation, of the redemption of such Series 2022 Bonds, which notice shall specify the Series 2022 Bonds to be redeemed, the redemption date and the place or places where amounts due upon such redemption will be payable, and, in the case of Series 2022 Bonds of a Series to be redeemed in part only, the respective portions of the principal amount thereof to be redeemed, and, if less than all of the Series 2022 Bonds of a Series of any like maturity are to be redeemed, the letters and numbers or other distinguishing marks of such Series 2022 Bonds to be redeemed, and if applicable, that such notice is conditional and the conditions that must be satisfied.

Such notice shall further state that on the redemption date there shall become due and payable upon each Series 2022 Bond or portion thereof to be redeemed the Redemption Price thereof, together with interest accrued to the redemption date, and that from and after such date interest thereon shall cease to accrue and be payable on the Series 2022 Bonds or portions thereof to be redeemed.

Notice of any redemption shall be mailed by the Trustee, postage prepaid, no more than 45 days and no less than 30 days before the redemption date, to the Owners of any Series 2022 Bonds or portions of Series 2022 Bonds which are to be redeemed, at their last address, if any appearing upon the registry books.

For a more complete description of the redemption and other provisions relating to the Series 2022 Bonds, see “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION.”

#### **PART 6 — APPLICATION OF PROCEEDS**

The Series 2022 Bonds are being issued for the purposes of financing Authorized Purposes. Proceeds of the Series 2022 Bonds are expected to be used to (i) finance, refinance or reimburse all or a portion of the costs of certain programs and projects within the State, including but not limited to [subject to discussion][capital projects for information technology, economic development initiatives, housing capital programs, correctional facilities, transportation facilities, State police facilities, youth program facilities, State office buildings and other facilities and environmental projects,] (ii) refund certain State-supported debt previously issued by an Authorized Issuer and (iii) pay certain costs relating to the issuance of the Series 2022 Bonds. See “PART 7 — “THE REFUNDING PLAN” herein. In addition, proceeds of the Series 2022 Bonds will be used to pay all or part of the cost of issuance of the Series 2022 Bonds.

**The Series 2022 Bonds are not secured by any mortgage on, any revenues from, or any other interest in, capital works or purposes authorized to be financed by such application of the proceeds of Series 2022 Bonds.**

#### **PART 7 — THE REFUNDING PLAN [TO BE UPDATED]**

A portion of the proceeds of the Series 2022 Bonds are expected to be used to refund certain State-supported debt previously issued by an Authorized Issuer, as more particularly described in “APPENDIX F — REFUNDED BONDS CANDIDATES” hereto (collectively, the “Refunded Bonds”).

Simultaneously with the issuance and delivery of the Series 2022 Bonds, such portion of the proceeds of the Series 2022 Bonds will be deposited into separate escrows established pursuant to an escrow deposit agreement with each trustee for the respective Refunded Bonds, as escrow agent for such Refunded Bonds (each, an “Escrow Agent”), and, together with other available funds, if any, will be used to acquire direct non-callable obligations of the United States of America (the “Defeasance Securities”), the maturing principal of and interest on which will be sufficient, together with any uninvested cash, to pay the redemption price of and interest due on the Refunded Bonds on the date fixed for their redemption (the “Redemption Date”). See “PART 18 — VERIFICATION OF MATHEMATICAL COMPUTATIONS.” At or prior to the making of such deposit, the Authorized Issuer will have provided the applicable Escrow Agent with irrevocable instructions to (i) give notice of the defeasance and redemption of the applicable Refunded Bonds, and (ii) apply the maturing principal of and interest on the Defeasance Securities, together with any uninvested cash held in escrow, to the payment of the principal or redemption price of and interest coming due on the applicable Refunded Bonds on the Redemption Date.

#### **PART 8 — BOOK-ENTRY ONLY SYSTEM**

The following information concerning DTC and DTC’s book-entry system has been obtained from sources that the Corporation believes to be reliable, but the Corporation takes no responsibility for the accuracy thereof.

The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the Series 2022 Bonds. References to the Series 2022 Bonds under this caption “Book-Entry Only System” shall mean all Series 2022 Bonds, the beneficial interests in which are owned in the United States. The Series 2022 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 Series 2022 Bond certificate will be issued for the Series 2022 Bonds of each maturity of each series, each in the aggregate principal amount of 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, as amended. 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 Direct and Indirect Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of the Series 2022 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the related Series 2022 Bonds on DTC’s records. The ownership interest of each actual purchaser of each Series 2022 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 Series 2022 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 Series 2022 Bonds, except in the event that use of the book-entry system for the Series 2022 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2022 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 the Series 2022 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 Series 2022 Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Series 2022 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.

Redemption notices shall be sent to DTC. If less than all of the Series 2022 Bonds of like series and maturity are being redeemed, DTC’s practice is to determine by lot the amount of interest of each Direct Participant in the Series 2022 Bonds of such series and maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2022 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 Corporation 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 Series 2022 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, redemption premium, if any, and interest payments on the Series 2022 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 Corporation 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 Corporation, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, redemption premium, if any, and interest 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 Corporation, 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.

The Corporation and the Trustee may treat DTC (or its nominee) as the sole and exclusive registered owner of the Series 2022 Bonds registered in its name for the purposes of payment of the principal and redemption premium, if any, of, or interest on, the Series 2022 Bonds, giving any notice permitted or required to be given to registered owners under the Resolutions, registering the transfer of the Series 2022 Bonds, or other action to be taken by registered owners and for all other purposes whatsoever. The Corporation and the Trustee shall not have any responsibility or obligation to any Direct or Indirect Participant, any person claiming a beneficial ownership interest in the Series 2022 Bonds under or through DTC or any Direct or Indirect Participant, or any other person which is not shown on the registration books of the Corporation (kept by the Trustee) as being a registered owner, with respect to 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 amount in respect of the principal, redemption premium, if any, or interest on the Series 2022 Bonds; any notice which is permitted or required to be given to registered owners thereunder or under the conditions to transfers or exchanges adopted by the Corporation; or other action taken by DTC as registered owner. Interest, redemption premium, if any, and principal will be paid by the Trustee to DTC, or its nominee. Disbursement of such payments to the Direct or Indirect Participants is the responsibility of DTC and disbursement of such payments to the Beneficial Owners is the responsibility of the Direct or Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to any series of the Series 2022 Bonds at any time by giving reasonable notice to the Corporation or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, Series 2022 Bond certificates are required to be printed and delivered.

The Corporation may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository) for any series of the Series 2022 Bonds. In that event, Series 2022 Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Corporation believes to be reliable, but the Corporation takes no responsibility for the accuracy thereof.

Each person for whom a Participant acquires an interest in the Series 2022 Bonds, as nominee, may desire to make arrangements with such Participant to receive a credit balance in the records of such Participant, and may desire to make arrangements with such Participant to have all notices of redemption or other communications of DTC, which may affect such persons, to be forwarded in writing by such Participant and to

have notification made of all interest payments. NEITHER THE CORPORATION NOR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO SUCH PARTICIPANTS OR THE PERSONS FOR WHOM THEY ACT AS NOMINEES WITH RESPECT TO THE SERIES 2022 BONDS.

So long as Cede & Co. is the registered owner of the Series 2022 Bonds, as nominee for DTC, references herein to the Bondholders or registered owners of the Series 2022 Bonds (other than under the caption “PART 13 — TAX MATTERS” and “PART 20 — CONTINUING DISCLOSURE” herein) shall mean Cede & Co., as aforesaid, and shall not mean the Beneficial Owners of the Series 2022 Bonds.

When reference is made to any action which is required or permitted to be taken by the Beneficial Owners, such reference only relates to those permitted to act (by statute, regulation or otherwise) on behalf of such Beneficial Owners for such purposes. When notices are given, they will be sent by the Trustee to DTC only.

For every transfer and exchange of Series 2022 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.

THE CORPORATION SHALL NOT HAVE ANY RESPONSIBILITY OR OBLIGATION TO PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO: (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DIRECT PARTICIPANT, OR ANY INDIRECT PARTICIPANT; (2) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OF, OR REDEMPTION PREMIUM, IF ANY, OR INTEREST ON, THE SERIES 2022 BONDS; (3) ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO SERIES 2022 BONDHOLDERS UNDER THE RESOLUTIONS; (4) ANY CONSENT GIVEN BY DTC OR OTHER ACTION TAKEN BY DTC AS A SERIES 2022 BONDHOLDER; (5) THE SELECTION BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE SERIES 2022 BONDS; OR (6) ANY OTHER MATTER.

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**PART 9 — DEBT SERVICE REQUIREMENTS**

The following schedule sets forth, for each 12-month period ending March 31 of the years shown, the amounts required for the payment of debt service on the Series 2022 Bonds, for the payment of debt service on other outstanding State Personal Income Tax Revenue Bonds and the aggregate total during each such period.

12-Month Period Ending March 31	Series 2022 Bonds			Other Outstanding NYS Personal Income Tax Revenue Bonds Debt Service <sup>(1)(2)(3)(4)</sup>	Aggregate Debt Service <sup>(1)(2)(4)</sup>
	Principal Payments	Interest Payments	Total Debt Service		
2023				\$ 3,850,819,408	
2024				3,783,707,969	
2025				3,899,930,143	
2026				4,508,710,998	
2027				4,287,411,189	
2028				4,243,324,505	
2029				3,796,894,267	
2030				3,505,340,897	
2031				3,378,243,884	
2032				3,195,117,668	
2033				2,965,459,588	
2034				2,738,300,057	
2035				2,482,219,509	
2036				2,327,213,347	
2037				2,218,616,849	
2038				2,094,461,804	
2039				1,998,546,575	
2040				1,854,556,136	
2041				1,750,955,600	
2042				1,661,411,652	
2043				1,555,711,206	
2044				1,403,840,850	
2045				1,339,479,400	
2046				1,269,855,050	
2047				1,219,730,200	
2048				1,112,004,150	
2049				970,666,850	
2050				766,204,850	
2051				308,929,550	
2052				203,702,500	
2053				86,772,200	
2054				86,769,600	
2055				86,771,600	
2056				86,768,800	
2057				86,772,000	
2058				86,771,400	
2059				86,772,400	
<b>Total<sup>(4)</sup></b>				<b>\$71,298,764,651</b>	

- (1) Interest on \$74,615,000 principal amount of outstanding State Personal Income Tax Revenue Bonds that bear interest at variable rates is calculated based on an assumed rate of 3.5 percent.
- (2) The information set forth under the column captioned "Other Outstanding NYS Personal Income Tax Revenue Bonds Debt Service" reflects debt service on outstanding State Personal Income Tax Revenue Bonds and on State Personal Income Tax Revenue Bonds contractually obligated to be issued and delivered by Authorized Issuers as of the date of this Official Statement. The State expects that Authorized Issuers

will be issuing State Personal Income Tax Revenue Bonds from time to time and to the extent that such other State Personal Income Tax Revenue Bonds are either issued or contractually obligated to be issued and delivered pursuant to one or more executed bond purchase agreements or bond awards after the date of this Official Statement, this Official Statement will not be supplemented to reflect such updated information.

(3) Totals may not add due to rounding.

**PART 10 — ESTIMATED SOURCES AND USES OF FUNDS**

The following table sets forth the estimated sources and uses of funds with respect to the Series 2022 Bonds:

<b>Sources of Funds</b>	<b>Series 2022A</b>	<b>Series 2022B</b>	<b>Total</b>
Principal Amount of Series 2022 Bonds	\$ _____	\$ _____	\$ _____
[Net] Original Issue	_____	_____	_____
[Premium][Discount] .....	_____	_____	_____
Other Available Funds .....	-	-	-
<b>Total Sources .....</b>	<b>\$ _____</b>	<b>\$ _____</b>	<b>\$ _____</b>
<b>Uses of Funds</b>			
Deposit to Series 2022 Bond Proceeds	\$ _____	\$ _____	\$ _____
Accounts.....	_____	_____	_____
Deposit to Refunding Escrow .....	_____	_____	_____
Costs of Issuance * .....	_____	_____	_____
Initial Purchasers' Discount .....	_____	_____	_____
<b>Total Uses.....</b>	<b>\$ _____</b>	<b>\$ _____</b>	<b>\$ _____</b>

\* Includes New York State Bond Issuance Charge.

**PART 11 — THE CORPORATION**

**General**

The Corporation is a corporate governmental agency of the State constituting a political subdivision and a public benefit corporation. The Corporation’s principal office is located at 633 Third Avenue, New York, New York 10017.

The UDC Act provides that the Corporation’s existence shall continue until terminated by law, but that no such law may take effect so long as the Corporation has bonds, notes or other obligations outstanding unless adequate provision is made for the payment thereof in the documents securing the same.

The Corporation was originally created to facilitate the development of affordable housing for low, moderate and middle income persons and families among other purposes. Corporation residential projects were located throughout the State, concentrated in central city areas. All Corporation residential projects were subject to and governed by the State’s Private Housing Finance Law.

During 1974, the Corporation experienced difficulty in meeting its commitments for financing the completion of certain primarily residential projects for which the Corporation would receive, upon completion, substantial federal mortgage subsidy payments. In February 1975 the State, in response, created the New York State Project Finance Agency (“PFA”) to assist in the completion of such projects. PFA received funds from State appropriations, issued bonds and notes and made the proceeds thereof, together with revenues in excess of debt service requirements, available to the Corporation. Supervisory jurisdiction over the Corporation’s residential projects being financed with PFA’s assistance was transferred to the Division of Housing and Community Renewal of the State of New York. In 1979, the New York State Mortgage Loan Enforcement and Administration Corporation (“MLC”) was organized as a Corporation subsidiary to service, administer and enforce the rights of the Corporation and PFA related to residential interest subsidies and certain other real estate

investments. MLC is substantially inactive. All PFA bonds have been paid and on February 27, 2005, PFA's corporate existence was terminated by operation of law. The Corporation's mortgage housing portfolio securing its residential projects and the associated federal mortgage subsidy payments were transferred to the New York State Housing Finance Agency on June 5, 2013. The Corporation does not presently contemplate making mortgages to any new residential projects.

### **Economic Development Programs**

The Corporation has redirected its efforts to promote economic development on the local and Statewide levels. The Corporation's goal is to create and retain jobs, particularly in economically distressed areas throughout the State from the largest urban centers to the smallest rural communities.

The Corporation, on behalf of the State, undertakes projects which would not be financially or organizationally feasible for the private sector alone. The State Legislature has provided the Corporation with various statutory powers, including the powers to condemn real property, invest in property at below-market interest rates, issue tax-exempt bonds, offer tax benefits to developers, and waive compliance, where appropriate, with local codes and laws.

In addition to the use of these extraordinary powers, the Corporation provides financial assistance through grants, low cost project financing, including loans and interest subsidy grants; and technical assistance in management, finance and project design.

In the past 30 years, the Corporation has undertaken, developed and constructed many significant projects, including the Jacob K. Javits Convention Center, South Street Seaport and other numerous large scale development projects. Today, the Corporation's large ongoing projects include Atlantic Yards, Belmont Park, Queens West and Moynihan Station redevelopment projects in New York City.

The Corporation has also formed the Lower Manhattan Development Corporation, a subsidiary responsible for the distribution of available relief and other funds and the rebuilding of lower Manhattan.

The Corporation also administers an array of less prominent, but significant economic development programs throughout the State, such as the New NY Broadband Initiative, which is a \$500 million program to support the development of infrastructure to bring high-speed internet access to unserved and underserved regions throughout the State. The New NY Broadband Initiative provides funds to support private infrastructure projects necessary to meet the State's goals for access to high-speed internet.

Since January 1, 1997, over 11,400 projects have been approved, totalling more than \$15.2 billion in grants and \$458.7 million in loans. More than 547,800 jobs have been retained and 242,900 jobs have been created by these projects.

Through its Finance Division, the Corporation has issued approximately \$28.6 billion in State-supported bonds to help finance economic development and special State purpose projects. These include correctional facilities, youth centers, State facilities, sports facilities, university-based technology centers and community enhancement facilities.

### **Consolidation**

In order to increase efficiency, reduce administrative overhead and enhance the delivery of New York State's economic development initiatives, various economic development functions and staff have been consolidated. The staff and functions of the Corporation, MLC and the Job Development Authority ("JDA") have been combined. While each of these entities retains a separate corporate existence, they operate in a consolidated manner. The Corporation and the Department of Economic Development are responsible for providing and coordinating all of the State's economic development initiatives.

The legal corporate entities of the Corporation and JDA will remain intact for the purpose of issuing bonds and/or notes pursuant to legislative powers. The consolidation will have no legal impact on any of the outstanding Corporation or JDA bonds.

### **Directors; Corporate Management**

The membership of the Corporation as constituted under the UDC Act consists of nine directors, as follows: two ex-officio directors and seven directors appointed by the Governor with the advice and consent of the Senate. From the seven directors appointed by him, the Governor designates a Chairman and two other directors who serve at the pleasure of the Governor. The four remaining directors appointed by the Governor serve for four-year terms which expire in successive years. Directors continue to serve in office until their successors have been appointed and qualified.

The Corporation's present directors and senior officers include the following:

#### **Directors**

Kevin S. Law, Chair – Executive Vice President and Partner, TRITEC Real Estate Company  
Hope Knight – President and Chief Executive Officer, Empire State Development and Commissioner,  
New York State Department of Economic Development  
Hilda Rosario Escher  
Sherry A. Glied – Dean, Robert F. Wagner Graduate School of Public Service, New York University  
Adrienne A. Harris – Acting Superintendent - New York State Department of Financial Services  
Michael K. Rozen – Managing Partner, TRGP Investment Partners, LP  
Robert M. Simpson – President & CEO, CenterState Corporation for Economic Opportunity  
John Wang – Founder and President, Asian American Business Development Center

#### **Senior Officers**

Hope Knight, President and Chief Operating Officer  
Kevin Younis, Chief Operating Officer  
Raymond Orlando, Chief Financial Officer  
Goldie Weixel, Acting General Counsel  
Kathleen Mize, Deputy Chief Financial Officer and Controller  
Matthew Bray, Treasurer  
Debbie Royce, Corporate Secretary

The Corporation's staff includes experienced business executives, financial analysts, accountants, lawyers, urban planners, project managers and specialists in industrial and commercial development. The Corporation consults with local governments, local private organizations and community groups. The Corporation also utilizes the professional services of architects, engineers, planners, lawyers, accountants and specialists in real estate finance, development and marketing, construction technology, urban research and other relevant technical fields. In addition to the Corporation's principal office in New York City, the Corporation has established regional offices in principal development centers throughout the State.

#### **Financial Advisors**

Public Resources Advisory Group is acting as financial advisor to the Division of the Budget in connection with the sale and issuance of the Series 2022 Bonds. Acacia Financial Group, Inc. is acting as co-financial advisor to the Division of the Budget in connection with the sale and issuance of the Series 2022 Bonds.

#### **Claims and Litigation**

Although certain claims and litigation have been asserted or commenced against the Corporation, the Corporation believes that such claims and litigation either are covered by insurance or by bonds filed with the

Corporation, or that the Corporation has sufficient funds available or the legal power and ability to seek sufficient funds to meet any such claims or judgments resulting from such matters.

## **PART 12 — AGREEMENT OF THE STATE**

The UDC Act provides that the State pledges and agrees with the holders of the Corporation's notes and bonds that the State will not limit or alter the rights vested in the Corporation to, among other things, fulfill the terms of any agreements made with the holders of the Corporation's notes and bonds or in any way impair the rights and remedies of the holders of such notes and bonds until such notes and bonds and interest thereon and all costs and expenses in connection with any action or proceeding by or on behalf of the holders of such notes and bonds are fully met and discharged. The General Resolution includes such pledge to the fullest extent enforceable under applicable Federal and State law. Nevertheless, nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the New York State Personal Income Tax imposed pursuant to Article 22 of the Tax Law. An Event of Default under the General Resolution would not occur solely as a result of the State exercising its right to amend, repeal, modify or otherwise alter such taxes and fees.

## **PART 13 — TAX MATTERS [TO BE UPDATED]**

### **Series 2022A Bonds**

#### ***Federal Income Taxes***

The Internal Revenue Code of 1986, as amended (the "Code"), imposes certain requirements that must be met subsequent to the issuance and delivery of the Series 2022A Bonds for interest thereon to be and remain excluded from gross income for Federal income tax purposes. Noncompliance with such requirements could cause the interest on the Series 2022A Bonds to be included in gross income for Federal income tax purposes retroactive to the date of issue of the Series 2022A Bonds. Pursuant to the Resolution and a Tax Certificate as to Arbitrage and the Provisions of Sections 103 and 141-150 of the Internal Revenue Code of 1986 (the "Tax Certificate"), the Corporation and certain departments, agencies and authorities of the State of New York (the "Departments") have covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Series 2022A Bonds from gross income for Federal income tax purposes pursuant to Section 103 of the Code. In addition, the Corporation and the Departments have made certain representations and certifications in the Resolution, the financing agreements and the Tax Certificate. Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., ("Co-Bond Counsel"), will not independently verify the accuracy of those representations and certifications.

In the opinion of Co-Bond Counsel, under existing law and assuming compliance with the aforementioned covenant, and the accuracy of certain representations and certifications made by the Corporation and the Departments described above, interest on the Series 2022A Bonds is excluded from gross income for Federal income tax purposes under Section 103 of the Code. Co-Bond Counsel is also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code.

#### ***State Taxes***

Co-Bond Counsel is also of the opinion that, under existing law, interest on the Series 2022A Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York). Co-Bond Counsel expresses no opinion as to other State or local tax consequences arising with respect to the Series 2022A Bonds nor as to the taxability of the Series 2022A Bonds or the income therefrom under the laws of any state other than the State of New York.

### ***Original Issue Discount***

Co-Bond Counsel is further of the opinion that the excess of the principal amount of a maturity of the Series 2022A Bonds over the issue price (i.e., the first price at which price a substantial amount of such maturity of the Series 2022A Bonds was sold to the public, excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) (each, a “Discount Bond” and collectively the “Discount Bonds”) constitutes original issue discount which is excluded from gross income for federal income tax purposes to the same extent as interest on the Series 2022A Bonds. Further, such original issue discount accrues actuarially on a constant interest rate basis over the term of each Discount Bond and the basis of each Discount Bond acquired at such issue price by an initial purchaser thereof will be increased by the amount of such accrued original issue discount. The accrual of original issue discount may be taken into account as an increase in the amount of tax-exempt income for purposes of determining various other tax consequences of owning the Discount Bonds, even though there will not be a corresponding cash payment. Owners of the Discount Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Discount Bonds.

### ***Original Issue Premium***

Series 2022A Bonds sold at prices in excess of their principal amounts are “Premium Bonds.” An initial purchaser with an initial adjusted basis in a Premium Bond in excess of its principal amount will have amortizable bond premium which offsets the amount of tax-exempt interest and is not deductible from gross income for federal income tax purposes. The amount of amortizable bond premium for a taxable year is determined actuarially on a constant interest rate basis over the term of each Premium Bond based on the purchaser’s yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, over the period to the call date, based on the purchaser’s yield to the call date and giving effect to any call premium). For purposes of determining gain or loss on the sale or other disposition of a Premium Bond, an initial purchaser who acquires such obligation with an amortizable bond premium is required to decrease such purchaser’s adjusted basis in such Premium Bond annually by the amount of amortizable bond premium for the taxable year. The amortization of bond premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining various other tax consequences of owning such Series 2022A Bonds. Owners of the Premium Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Premium Bonds.

### ***Ancillary Tax Matters***

Ownership of the Series 2022A Bonds may result in other federal tax consequences to certain taxpayers, including, without limitation, certain S corporations, foreign corporations with branches in the United States, property and casualty insurance companies, individuals receiving Social Security or Railroad Retirement benefits, and individuals seeking to claim the earned income credit. Ownership of the Series 2022A Bonds may also result in other federal tax consequences to taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the Series 2022A Bonds. Prospective investors are advised to consult their own tax advisors regarding these rules.

Interest paid on tax-exempt obligations such as the Series 2022A Bonds is subject to information reporting to the Internal Revenue Service (the “IRS”) in a manner similar to interest paid on taxable obligations. In addition, interest on the Series 2022A Bonds may be subject to backup withholding if such interest is paid to a registered owner that (a) fails to provide certain identifying information (such as the registered owner’s taxpayer identification number) in the manner required by the IRS, or (b) has been identified by the IRS as being subject to backup withholding.

Co-Bond Counsel are not rendering any opinion as to any Federal tax matters other than those described in its opinion attached as part of APPENDIX E. Prospective investors, particularly those who may be subject to special rules described above, are advised to consult their own tax advisors regarding the federal tax

consequences of owning and disposing of the Series 2022A Bonds, as well as any tax consequences arising under the laws of any state or other taxing jurisdiction.

### ***Changes in Law and Post Issuance Events***

Legislative or administrative actions and court decisions, at either the federal or state level, could have an adverse impact on the potential benefits of the exclusion from gross income of the interest on the Series 2022A Bonds for Federal or state income tax purposes, and thus on the value or marketability of the Series 2022A Bonds. This could result from changes to Federal or state income tax rates, changes in the structure of Federal or state income taxes (including replacement with another type of tax), repeal of the exclusion of the interest on the Series 2022A Bonds from gross income for Federal or state income tax purposes, or otherwise. It is not possible to predict whether any legislative or administrative actions or court decisions having an adverse impact on the federal or state income tax treatment of holders of the Series 2022A Bonds may occur. Prospective purchasers of the Series 2022A Bonds should consult their own tax advisors regarding the impact of any changes in law on the Series 2022A Bonds.

Co-Bond Counsel have not undertaken to advise in the future whether any events after the date of issuance and delivery of the Series 2022A Bonds may affect the tax status of interest on the Series 2022A Bonds. Co-Bond Counsel express no opinion as to any Federal, state or local tax law consequences with respect to the Series 2022A Bonds, or the interest thereon, if any action is taken with respect to the Series 2022A Bonds or the proceeds thereof upon the advice or approval of other counsel.

### **Series 2022B Bonds**

The following is a summary of certain anticipated United States federal income tax consequences of the purchase, ownership and disposition of the Series 2022B Bonds. The summary is based upon the provisions of the Code, the Treasury Regulations promulgated thereunder and the judicial and administrative rulings and decisions now in effect, all of which are subject to change. Such authorities may be repealed, revoked, or modified, possibly with retroactive effect, so as to result in United States federal income tax consequences different from those described below. The summary generally addresses Series 2022B Bonds held as capital assets within the meaning of Section 1221 of the Code and does not purport to address all aspects of federal income taxation that may affect particular investors in light of their individual circumstances or certain types of investors subject to special treatment under the federal income tax laws, including but not limited to financial institutions, insurance companies, dealers in securities or currencies, persons holding such Series 2022B Bonds as a hedge against currency risks or as a position in a “straddle,” “hedge,” “constructive sale transaction” or “conversion transaction” for tax purposes, or persons whose functional currency is not the United States dollar. It also does not deal with holders other than original purchasers that acquire Series 2022B Bonds at their initial issue price except where otherwise specifically noted. Potential purchasers of the Series 2022B Bonds should consult their own tax advisors in determining the federal, state, local, foreign and other tax consequences to them of the purchase, holding and disposition of the Series 2022B Bonds.

The Corporation has not sought and will not seek any rulings from the Internal Revenue Service with respect to any matter discussed herein. No assurance can be given that the Internal Revenue Service would not assert, or that a court would not sustain, a position contrary to any of the tax characterizations and tax consequences set forth below.

### ***U.S. Holders***

As used herein, the term “**U.S. Holder**” means a beneficial owner of Series 2022B Bonds that is (a) an individual citizen or resident of the United States for federal income tax purposes, (b) a corporation, including an entity treated as a corporation for federal income tax purposes, created or organized in or under the laws of the United States or any State thereof (including the District of Columbia), (c) an estate whose income is subject to federal income taxation regardless of its source, or (d) a trust if a court within the United States can exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to

control all substantial decisions of the trust. Notwithstanding clause (d) of the preceding sentence, to the extent provided in Treasury regulations, certain trusts in existence on August 20, 1996, and treated as United States persons prior to that date that elect to continue to be treated as United States persons, also will be U.S. Holders. In addition, if a partnership (or other entity or arrangement treated as a partnership for federal income tax purposes) holds Series 2022B Bonds, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. If a U.S. Holder is a partner in a partnership (or other entity or arrangement treated as a partnership for federal income tax purposes) that holds Series 2022B Bonds, the U.S. Holder is urged to consult its own tax advisor regarding the specific tax consequences of the purchase, ownership and dispositions of the Series 2022B Bonds.

### ***Taxation of Interest Generally***

Interest on the Series 2022B Bonds is not excluded from gross income for federal income tax purposes under Section 103 of the Code and so will be fully subject to federal income taxation. Purchasers will be subject to federal income tax accounting rules affecting the timing and/or characterization of payments received with respect to such Series 2022B Bonds. In general, interest paid on the Series 2022B Bonds and recovery of any accrued original issue discount and market discount will be treated as ordinary income to a bondholder, and after adjustment for the foregoing, principal payments will be treated as a return of capital to the extent of the U.S. Holder's adjusted tax basis in the Series 2022B Bonds and capital gain to the extent of any excess received over such basis.

### ***Recognition of Income Generally***

Section 451(b) of the Code provides that purchasers using an accrual method of accounting for U.S. federal income tax purposes may be required to include certain amounts in income no later than the time such amounts are reflected on certain financial statements of such purchaser. In this regard, Treasury Regulations provide that, with the exception of certain fees, the rule in section 451(b) will generally not apply to the timing rules for original issue discount and market discount, or to the timing rules for de minimis original issue discount and market discount. Prospective purchasers of the Series 2022B Bonds should consult their own tax advisors regarding any potential applicability of these rules and their impact on the timing of the recognition of income related to the Series 2022B Bonds under the Code.

### ***Original Issue Discount***

The following summary is a general discussion of certain federal income tax consequences of the purchase, ownership and disposition of Series 2022B Bonds issued with original issue discount ("Discount Bonds"). A Series 2022B Bond will be treated as having been issued with an original issue discount if the excess of its "stated redemption price at maturity" (defined below) over its issue price (defined as the initial offering price to the public at which a substantial amount of the Series 2022B Bonds of the same maturity have first been sold to the public, excluding bond houses and brokers) equals or exceeds one quarter of one percent of such Series 2022B Bond's stated redemption price at maturity multiplied by the number of complete years to its maturity (or, in the case of an installment obligation, its weighted average maturity).

A Series 2022B Bond's "stated redemption price at maturity" is the total of all payments provided by the Series 2022B Bond that are not payments of "qualified stated interest." Generally, the term "qualified stated interest" includes stated interest that is unconditionally payable in cash or property (other than debt instruments of the issuer) at least annually at a single fixed rate or certain floating rates.

In general, the amount of original issue discount includible in income by the initial holder of a Discount Bond is the sum of the "daily portions" of original issue discount with respect to such Discount Bond for each day during the taxable year in which such holder held such Bond. The daily portion of original issue discount on any Discount Bond is determined by allocating to each day in any "accrual period" a ratable portion of the original issue discount allocable to that accrual period.

An accrual period may be of any length, and may vary in length over the term of a Discount Bond, provided that each accrual period is not longer than one year and each scheduled payment of principal or interest occurs at the end of an accrual period. The amount of original issue discount allocable to each accrual period is equal to the difference between (i) the product of the Discount Bond's adjusted issue price at the beginning of such accrual period and its yield to maturity (determined on the basis of compounding at the close of each accrual period and appropriately adjusted to take into account the length of the particular accrual period) and (ii) the amount of any qualified stated interest payments allocable to such accrual period. The "adjusted issue price" of a Discount Bond at the beginning of any accrual period is the sum of the issue price of the Discount Bond plus the amount of original issue discount allocable to all prior accrual periods minus the amount of any prior payments on the Discount Bond that were not qualified stated interest payments. Under these rules, holders generally will have to include in income increasingly greater amounts of original issue discount in successive accrual periods.

Holders utilizing the accrual method of accounting may generally, upon election, include in gross income all interest (including stated interest, acquisition discount, original issue discount, de minimis original issue discount, market discount, de minimis market discount, and unstated interest, as adjusted by any amortizable bond premium or acquisition premium) on a Series 2022B Bond by using the constant yield method applicable to original issue discount, subject to certain limitations and exceptions.

### ***Market Discount***

A holder who purchases a Series 2022B Bond at a price which includes market discount (i.e., at a purchase price that is less than its adjusted issue price in the hands of an original owner) in excess of a prescribed de minimis amount will be required to recharacterize all or a portion of the gain as ordinary income upon receipt of each scheduled or unscheduled principal payment or upon other disposition. In particular, such holder will generally be required either (a) to allocate each such principal payment to accrued market discount not previously included in income and to recognize ordinary income to that extent and to treat any gain upon sale or other disposition of such a Series 2022B Bond as ordinary income to the extent of any remaining accrued market discount or (b) to elect to include such market discount in income currently as it accrues on all market discount instruments acquired by such holder on or after the first day of the taxable year to which such election applies.

The Code authorizes the Treasury Department to issue regulations providing for the method for accruing market discount on debt instruments the principal of which is payable in more than one installment. Until such time as regulations are issued by the Treasury Department, certain rules described in the legislative history of the Tax Reform Act of 1986 will apply. Under those rules, market discount will be included in income either (a) on a constant interest basis or (b) in proportion to the accrual of stated interest.

A holder of a Series 2022B Bond who acquires such Series 2022B Bond at a market discount also may be required to defer, until the maturity date of such Series 2022B Bond or the earlier disposition in a taxable transaction, the deduction of a portion of the amount of interest that the holder paid or accrued during the taxable year on indebtedness incurred or maintained to purchase or carry a Series 2022B Bond in excess of the aggregate amount of interest (including original issue discount) includable in such holder's gross income for the taxable year with respect to such Series 2022B Bond. The amount of such net interest expense deferred in a taxable year may not exceed the amount of market discount accrued on the Series 2022B Bond for the days during the taxable year on which the holder held the Series 2022B Bond and, in general, would be deductible when such market discount is includable in income. The amount of any remaining deferred deduction is to be taken into account in the taxable year in which the Series 2022B Bond matures or is disposed of in a taxable transaction. In the case of a disposition in which gain or loss is not recognized in whole or in part, any remaining deferred deduction will be allowed to the extent gain is recognized on the disposition. This deferral rule does not apply if the bondholder elects to include such market discount in income currently as described above.

### ***Bond Premium***

A holder of a Series 2022B Bond who purchases such Series 2022B Bond at a cost greater than its remaining redemption amount will have amortizable bond premium. If the holder elects to amortize this premium under Section 171 of the Code (which election will apply to all Series 2022B Bonds held by the holder on the first day of the taxable year to which the election applies and to all Series 2022B Bonds thereafter acquired by the holder), such a holder must amortize the premium using constant yield principles based on the holder's yield to maturity. Amortizable bond premium is generally treated as an offset to interest income, and a reduction in basis is required for amortizable bond premium that is applied to reduce interest payments. Purchasers of Series 2022B Bonds who acquire such Series 2022B Bonds at a premium should consult with their own tax advisors with respect to federal, state and local tax consequences of owning such Series 2022B Bonds.

### ***Surtax on Unearned Income***

Section 1411 of the Code generally imposes a tax of 3.8% on the "net investment income" of certain individuals, trusts and estates. Among other items, net investment income generally includes gross income from interest and net gain attributable to the disposition of certain property, less certain deductions. U.S. Holders should consult their own tax advisors regarding the possible implications of this provision in their particular circumstances.

### ***Sale or Redemption of Bonds***

A bondholder's adjusted tax basis for a Series 2022B Bond is the price such holder pays for the Series 2022B Bond plus the amount of original issue discount and market discount previously included in income and reduced on account of any payments received on such Series 2022B Bond other than "qualified stated interest" and any amortized bond premium. Gain or loss recognized on a sale, exchange or redemption of a Series 2022B Bond, measured by the difference between the amount realized and the bondholder's tax basis as so adjusted, will generally give rise to capital gain or loss if the Series 2022B Bond is held as a capital asset (except in the case of Series 2022B Bonds acquired at a market discount, in which case a portion of the gain will be characterized as interest and therefore ordinary income).

If the terms of a Series 2022B Bond are materially modified, in certain circumstances, a new debt obligation would be deemed "reissued," or created and exchanged for the prior obligation in a taxable transaction. Among the modifications which may be treated as material are those related to the redemption provisions and, in the case of a nonrecourse obligation, those which involve the substitution of collateral. In addition, the defeasance of a Series 2022B Bond under the defeasance provisions of the Resolution could result in a deemed sale or exchange of such Series 2022B Bond.

EACH POTENTIAL HOLDER OF SERIES 2022B BONDS SHOULD CONSULT ITS OWN TAX ADVISOR CONCERNING (1) THE TREATMENT OF GAIN OR LOSS ON SALE, REDEMPTION OR DEFEASANCE OF THE SERIES 2022B BONDS, AND (2) THE CIRCUMSTANCES IN WHICH SERIES 2022B BONDS WOULD BE DEEMED REISSUED AND THE LIKELY EFFECTS, IF ANY, OF SUCH REISSUANCE.

### ***Non-U.S. Holders***

The following is a general discussion of certain United States federal income tax consequences resulting from the beneficial ownership of Series 2022B Bonds by a person other than a U.S. Holder, a former United States citizen or resident, or a partnership or entity treated as a partnership for United States federal income tax purposes (a "Non-U.S. Holder").

Subject to the discussion of backup withholding and the Foreign Account Tax Compliance Act ("FATCA"), payments of principal by the Corporation or any of its agents (acting in its capacity as agent) to any Non-U.S. Holder will not be subject to federal withholding tax. In the case of payments of interest to any Non-U.S. Holder, however, federal withholding tax will apply unless the Non-U.S. Holder (1) does not own (actually or constructively) 10 percent or more of the voting equity interests of the Corporation, (2) is not a controlled

foreign corporation for United States tax purposes that is related to the Corporation (directly or indirectly) through stock ownership, and (3) is not a bank receiving interest in the manner described in Section 881(c)(3)(A) of the Code. In addition, either (1) the Non-U.S. Holder must certify on the applicable IRS Form W-8 (series) (or successor form) to the Corporation, its agents or paying agents or a broker under penalties of perjury that it is not a U.S. person and must provide its name and address, or (2) a securities clearing organization, bank or other financial institution, that holds customers' securities in the ordinary course of its trade or business and that also holds the Series 2022B Bonds must certify to the Corporation or its agent under penalties of perjury that such statement on the applicable IRS Form W-8 (series) (or successor form) has been received from the Non-U.S. Holder by it or by another financial institution and must furnish the interest payor with a copy.

Interest payments may also be exempt from federal withholding tax depending on the terms of an existing Federal Income Tax Treaty, if any, in force between the U.S. and the resident country of the Non-U.S. Holder. The U.S. has entered into an income tax treaty with a limited number of countries. In addition, the terms of each treaty differ in their treatment of interest and original issue discount payments. Non-U.S. Holders are urged to consult their own tax advisor regarding the specific tax consequences of the receipt of interest payments, including original issue discount. A Non-U.S. Holder that does not qualify for exemption from withholding as described above must provide the Corporation or its agent with documentation as to his, her, or its identity to avoid the U.S. backup withholding tax on the amount allocable to a Non-U.S. Holder. The documentation may require that the Non-U.S. Holder provide a U.S. tax identification number.

If a Non-U.S. Holder is engaged in a trade or business in the United States and interest on a Series 2022B Bond held by such holder is effectively connected with the conduct of such trade or business, the Non-U.S. Holder, although exempt from the withholding tax discussed above (provided that such holder timely furnishes the required certification to claim such exemption), may be subject to United States federal income tax on such interest in the same manner as if it were a U.S. Holder. In addition, if the Non-U.S. Holder is a foreign corporation, it may be subject to a branch profits tax equal to 30% (subject to a reduced rate under an applicable treaty) of its effectively connected earnings and profits for the taxable year, subject to certain adjustments. For purposes of the branch profits tax, interest on a Series 2022B Bond will be included in the earnings and profits of the holder if the interest is effectively connected with the conduct by the holder of a trade or business in the United States. Such a holder must provide the payor with a properly executed IRS Form W-8ECI (or successor form) to claim an exemption from United States federal withholding tax.

Generally, any capital gain realized on the sale, exchange, retirement or other disposition of a Series 2022B Bond by a Non-U.S. Holder will not be subject to United States federal income or withholding taxes if (1) the gain is not effectively connected with a United States trade or business of the Non-U.S. Holder, and (2) in the case of an individual, the Non-U.S. Holder is not present in the United States for 183 days or more in the taxable year of the sale, exchange, retirement or other disposition, and certain other conditions are met.

For newly issued or reissued obligations, such as the Series 2022B Bonds, FATCA imposes U.S. withholding tax on interest payments and, for dispositions after December 31, 2018, gross proceeds of the sale of the Series 2022B Bonds paid to certain foreign financial institutions (which is broadly defined for this purpose to generally include non-U.S. investment funds) and certain other non-U.S. entities if certain disclosure and due diligence requirements related to U.S. accounts or ownership are not satisfied, unless an exemption applies. An intergovernmental agreement between the United States and an applicable non-U.S. country may modify these requirements. In any event, bondholders or beneficial owners of the Series 2022B Bonds shall have no recourse against the Corporation, nor will the Corporation be obligated to pay any additional amounts to "gross up" payments to such persons, as a result of any withholding or deduction for, or on account of, any present or future taxes, duties, assessments or government charges with respect to payments in respect of the Series 2022B Bonds. However, it should be noted that on December 13, 2018, the IRS issued Proposed Treasury Regulation Section 1.1473-1(a)(1) which proposes to remove gross proceeds from the definition of "withholdable payment" for this purpose.

Non-U.S. Holders should consult their own tax advisors with respect to the possible applicability of federal withholding and other taxes upon income realized in respect of the Series 2022B Bonds.

### ***Information Reporting and Backup Withholding***

For each calendar year in which the Series 2022B Bonds are outstanding, the Corporation, its agents or paying agents or a broker is required to provide the IRS with certain information, including a holder's name, address and taxpayer identification number (either the holder's Social Security number or its employer identification number, as the case may be), the aggregate amount of principal and interest paid to that holder during the calendar year and the amount of tax withheld, if any. This obligation, however, does not apply with respect to certain U.S. Holders, including corporations, tax-exempt organizations, qualified pension and profit-sharing trusts, and individual retirement accounts and annuities.

If a U.S. Holder subject to the reporting requirements described above fails to supply its correct taxpayer identification number in the manner required by applicable law or under-reports its tax liability, the Corporation, its agents or paying agents or a broker may be required to make "backup" withholding of tax on each payment of interest or principal on the Series 2022B Bonds. This backup withholding is not an additional tax and may be credited against the U.S. Holder's federal income tax liability, provided that the U.S. Holder furnishes the required information to the IRS.

Under current Treasury Regulations, backup withholding and information reporting will not apply to payments of interest made by the Corporation, its agents (in their capacity as such) or paying agents or a broker to a Non-U.S. Holder if such holder has provided the required certification that it is not a U.S. person (as set forth in the second paragraph under "Non-U.S. Holders" above), or has otherwise established an exemption (provided that neither the Corporation nor its agent has actual knowledge that the holder is a U.S. person or that the conditions of an exemption are not in fact satisfied).

Payments of the proceeds from the sale of a Series 2022B Bond to or through a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, information reporting (but not backup withholding) may apply to those payments if the broker is one of the following: (i) a U.S. person; (ii) a controlled foreign corporation for U.S. tax purposes; (iii) a foreign person 50-percent or more of whose gross income from all sources for the three-year period ending with the close of its taxable year preceding the payment was effectively connected with a United States trade or business; or (iv) a foreign partnership with certain connections to the United States.

Payment of the proceeds from a sale of a Series 2022B Bond to or through the United States office of a broker is subject to information reporting and backup withholding unless the holder or beneficial owner certifies as to its taxpayer identification number or otherwise establishes an exemption from information reporting and backup withholding.

The preceding federal income tax discussion is included for general information only and may not be applicable depending upon a holder's particular situation. Holders should consult their tax advisors with respect to the tax consequences to them of the purchase, ownership and disposition of the Series 2022B Bonds, including the tax consequences under federal, state, local, foreign and other tax laws and the possible effects of changes in those tax laws.

### ***State Taxes***

Co-Bond Counsel are also of the opinion that, under existing law, interest on the Series 2022B Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York). Co-Bond Counsel expresses no opinion as to other State or local tax consequences arising with respect to the Series 2022B Bonds nor as to the taxability of the Series 2022B Bonds or the income therefrom under the laws of any state other than the State of New York.

### *Changes in Law and Post Issuance Events*

Legislative or administrative actions and court decisions, at either the federal or state level, could have an impact on the inclusion in gross income of interest on the Series 2022B Bonds for federal or state income tax purposes, and thus on the value or marketability of the Series 2022B Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), or otherwise. It is not possible to predict whether any such legislative or administrative actions or court decisions will occur or have an adverse impact on the federal or state income tax treatment of holders of the Series 2022B Bonds. Prospective purchasers of the Series 2022B Bonds should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Series 2022B Bonds.

IN ALL EVENTS, ALL INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS IN DETERMINING THE FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE SERIES 2022B BONDS.

### **ERISA Considerations**

The Employee Retirement Income Security Act of 1974, as amended (“ERISA”), imposes certain fiduciary obligations and prohibited transaction restrictions on employee pension and welfare benefit plans subject to Title I of ERISA (“ERISA Plans”). Section 4975 of the Code imposes essentially the same prohibited transaction restrictions on tax-qualified retirement plans described in Section 401(a) and 403(a) of the Code, which are exempt from tax under Section 501(a) of the Code, other than governmental and church plans as defined herein (“Qualified Retirement Plans”), and on Individual Retirement Accounts (“IRAs”) described in Section 408(b) of the Code (collectively, “Tax-Favored Plans”). Certain employee benefit plans such as governmental plans (as defined in Section 3(32) of ERISA) (“Governmental Plans”), and, if no election has been made under Section 410(d) of the Code, church plans (as defined in Section 3(33) of ERISA) (“Church Plans”), are not subject to ERISA requirements. Additionally, such Governmental Plans and Church Plans are not subject to the requirements of Section 4975 of the Code but may be subject to applicable federal, state or local law (“Similar Laws”) which is, to a material extent, similar to the foregoing provisions of ERISA or the Code. Accordingly, assets of such plans may be invested in the Series 2022 Bonds without regard to the ERISA and Code considerations described below, subject to the provisions of Similar Laws.

In addition to the imposition of general fiduciary obligations, including those of investment prudence and diversification and the requirement that a plan’s investment be made in accordance with the documents governing the plan, Section 406 of ERISA and Section 4975 of the Code prohibit a broad range of transactions involving assets of ERISA Plans and Tax-Favored Plans and entities whose underlying assets include plan assets by reason of ERISA Plans or Tax-Favored Plans investing in such entities (collectively, “Benefit Plans”) and persons who have certain specified relationships to the Benefit Plans (“Parties In Interest” or “Disqualified Persons”), unless a statutory or administrative exemption is available. The definitions of “Party in Interest” and “Disqualified Person” are expansive. While other entities may be encompassed by these definitions, they include, most notably: (1) fiduciary with respect to a plan; (2) a person providing services to a plan; (3) an employer or employee organization any of whose employees or members are covered by the plan; and (4) the owner of an IRA. Certain Parties in Interest (or Disqualified Persons) that participate in a prohibited transaction may be subject to a penalty (or an excise tax) imposed pursuant to Section 502(i) of ERISA (or Section 4975 of the Code) unless a statutory or administrative exemption is available. Without an exemption an IRA owner may disqualify his or her IRA.

Certain transactions involving the purchase, holding or transfer of the Series 2022 Bonds might be deemed to constitute prohibited transactions under ERISA and Section 4975 of the Code if assets of the Corporation or the Departments were deemed to be assets of a Benefit Plan. Under final regulations issued by the United States Department of Labor (the “Plan Assets Regulation”), the assets of the Corporation or the Departments would be treated as plan assets of a Benefit Plan for the purposes of ERISA and Section 4975 of the Code only if the Benefit Plan acquires an “equity interest” in the Corporation or the Departments and none of the exceptions contained in the Plan Assets Regulation is applicable. An equity interest is defined under the

Plan Assets Regulation as an interest in an entity other than an instrument which is treated as indebtedness under applicable local law and which has no substantial equity features. Although there is little guidance on this matter, it appears that the Series 2022 Bonds should be treated as debt without substantial equity features for purposes of the Plan Assets Regulation. This determination is based upon the traditional debt features of the Series 2022 Bonds, including the reasonable expectation of purchasers of Series 2022 Bonds that the Series 2022 Bonds will be repaid when due, traditional default remedies, as well as the absence of conversion rights, warrants and other typical equity features.

However, without regard to whether the Series 2022 Bonds are treated as an equity interest for such purposes, though, the acquisition or holding of Series 2022 Bonds by or on behalf of a Benefit Plan could be considered to give rise to a prohibited transaction if the Corporation, the Departments, the Underwriters or the Trustee, or any of their respective affiliates, is or becomes a Party in Interest or a Disqualified Person with respect to such Benefit Plan.

Most notably, ERISA and the Code generally prohibit the lending of money or other extension of credit between an ERISA Plan or Tax-Favored Plan and a Party in Interest or a Disqualified Person, and the acquisition of any of the Series 2022 Bonds by a Benefit Plan would involve the lending of money or extension of credit by the Benefit Plan. In such a case, however, certain exemptions from the prohibited transaction rules could be applicable depending on the type and circumstances of the plan fiduciary making the decision to acquire a Series 2022 Bond. Included among these exemptions are: Prohibited Transaction Class Exemption (“PTCE”) 96-23, regarding transactions effected by certain “in-house asset managers”; PTCE 90-1, regarding investments by insurance company pooled separate accounts; PTCE 95-60, regarding transactions effected by “insurance company general accounts”; PTCE 91-38, regarding investments by bank collective investment funds; and PTCE 84-14, regarding transactions effected by “qualified professional asset managers.” Further, the statutory exemption in Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code provides for an exemption for transactions involving “adequate consideration” with persons who are Parties in Interest or Disqualified Persons solely by reason of their (or their affiliate’s) status as a service provider to the Benefit Plan involved and none of whom is a fiduciary with respect to the Benefit Plan assets involved (or an affiliate of such a fiduciary). There can be no assurance that any class or other exemption will be available with respect to any particular transaction involving the Series 2022 Bonds, or that, if available, the exemption would cover all possible prohibited transactions.

By acquiring a Series 2022 Bond (or interest therein), each purchaser and transferee (and if the purchaser or transferee is a Plan, its fiduciary) is deemed to represent and warrant that either (i) it is not acquiring the Series 2022 Bond (or interest therein) with the assets of a Benefit Plan, Governmental Plan or Church Plan; or (ii) the acquisition and holding of the Series 2022 Bond (or interest therein) will not give rise to a nonexempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or Similar Laws. A purchaser or transferee who acquires Series 2022 Bonds with assets of a Benefit Plan represents that such purchaser or transferee has considered the fiduciary requirements of ERISA, the Code or Similar Laws and has consulted with counsel with regard to the purchase or transfer.

Because the Corporation, the Departments, the Underwriters, Trustee or any of their respective affiliates may receive certain benefits in connection with the sale of the Series 2022 Bonds, the purchase of the Series 2022 Bonds using plan assets of a Benefit Plan over which any of such parties has investment authority or provides investment advice for a direct or indirect fee may be deemed to be a violation of the prohibited transaction rules of ERISA or Section 4975 of the Code or Similar Laws for which no exemption may be available. Accordingly, any investor considering a purchase of Series 2022 Bonds using plan assets of a Benefit Plan should consult with its counsel if the Corporation, the Departments, the Underwriters, the Trustee or any of their respective affiliates has investment authority or provides investment advice for a direct or indirect fee with respect to such assets or is an employer maintaining or contributing to the Benefit Plan.

Any ERISA Plan fiduciary considering whether to purchase the Series 2022 Bonds on behalf of an ERISA Plan should consult with its counsel regarding the applicability of the fiduciary responsibility and prohibited transaction provisions of ERISA and Section 4975 of the Code to such investment and the availability

of any of the exemptions referred to above. Persons responsible for investing the assets of Tax-Favored Plans that are not ERISA Plans should seek similar counsel with respect to the prohibited transaction provisions of the Code and the applicability of Similar Laws.

#### **PART 14 — LITIGATION**

There is no litigation or other proceeding pending or, to the knowledge of the Corporation, threatened in any court, agency or other administrative body (either State or federal) restraining or enjoining the issuance, sale or delivery of the Series 2022 Bonds, or in any way questioning or affecting (i) the proceedings under which the Series 2022 Bonds are to be issued, (ii) the pledge effected under the General Resolution, or (iii) the validity of any provision of the Enabling Act, the Series 2022 Bonds, the General Resolution or the Financing Agreement. See “APPENDIX A — INFORMATION CONCERNING THE STATE OF NEW YORK” under the heading “Litigation” for a description of certain litigation relating to the State generally.

#### **PART 15 — CERTAIN LEGAL MATTERS**

Certain legal matters incident to the authorization, issuance, sale and delivery of the Series 2022 Bonds are subject to the approval of Nixon Peabody LLP, New York, New York, and D. Seaton and Associates, P.A., P.C., New York, New York, Co-Bond Counsel to the Corporation, and to certain other conditions. The approving opinions of Co-Bond Counsel will be delivered with the Series 2022 Bonds. The proposed form of such opinion is included in this Official Statement as “Appendix E — PROPOSED FORM OF CO-BOND COUNSEL OPINION.”

#### **PART 16 — SALE BY COMPETITIVE BIDDING[TO BE UPDATED]**

The Series 2022 Bonds will be awarded pursuant to electronic competitive bidding to be held via IPREO LLC’S BiDCOMP™/PARITY® Competitive Bidding System on behalf of the Corporation on October \_\_, 2022, unless postponed or cancelled, as set forth in the Notices of Sale referred to below contained in APPENDIX G.

The Series 2022A Bonds are being offered for sale in [five] separate bidding groups (each a “Bidding Group”) pursuant to five separate electronic bids, as provided in the Notice of Sale relating to the Series 2022A Bonds (the “Series 2022A Notice of Sale”), as each such Bidding Group may be changed in accordance with the Series 2022A Notice of Sale. The Series 2022A Notice of Sale further provides that the initial purchaser(s) of the Series 2022A Bonds in a Bidding Group will purchase all Series 2022A Bonds in such Bidding Group, if any such Series 2022A Bonds are purchased, the obligation to such purchase being subject to certain conditions set forth in the Series 2022A Notice of Sale, the approval of certain legal matters by counsel and certain other conditions. One such condition is that the obligation of the Corporation to sell and deliver the Series 2022A Bonds comprising one Bidding Group shall be contingent upon the sale and delivery of the Series 2022A Bonds comprising the other Bidding Groups.

The Series 2022B Bonds are being offered for sale pursuant to [one] electronic bid, as provided in the Notice of Sale relating to the Series 2022B Bonds (the “Series 2022B Notice of Sale”; and together with the Series 2022A Notice of Sale, the “Notices of Sale”), as such bid may be changed in accordance with the Series 2022B Notice of Sale. The Series 2022B Notice of Sale further provides that the initial purchaser of the Series 2022B Bonds will purchase all Series 2022B Bonds if any such Series 2022B Bonds are purchased, the obligation to such purchase being subject to certain conditions set forth in the Series 2022B Notice of Sale, the approval of certain legal matters by counsel and certain other conditions.

[The obligation of the Corporation to sell and deliver the Series 2022A Bonds is contingent upon the sale and delivery of the Series 2022B Bonds and the obligation of the Corporation to sell and deliver the Series 2022B Bonds is contingent upon the sale and delivery of the Series 2022A Bonds.]

The respective initial purchasers (each an “Initial Purchaser”) are expected to supply the information as to the initial public offering prices of the Series 2022 Bonds as set forth on the inside cover of this Official Statement with respect to the Series 2022 Bonds purchased by each such Initial Purchaser.

The Series 2022 Bonds may be offered and sold to certain dealers at prices lower than the public offering prices set forth on the inside cover page, and such public offering prices may be changed from time to time by the Initial Purchasers.

#### **PART 17 — LEGALITY OF INVESTMENT**

Under New York State law, the Series 2022 Bonds are securities in which all public officers and bodies of the State and all municipalities and municipal subdivisions, all insurance companies and associations, all savings banks and savings institutions, including savings and loan associations, administrators, guardians, executors, trustees, committees, conservators and other fiduciaries in the State may properly and legally invest funds in their control. However, enabling legislation or bond resolutions of individual authorities and public benefit corporations of the State may limit the investment of funds of such authorities and corporations in the Series 2022 Bonds.

#### **PART 18 — VERIFICATION OF MATHEMATICAL COMPUTATIONS**

When the Series 2022 Bonds are issued, \_\_\_\_\_ (the “Verification Agent”), upon the issuance of the Series 2022 Bonds, shall issue a report indicating that the Verification Agent has verified the arithmetic accuracy of (a) the mathematical computations of the adequacy of the cash and the maturing principal amounts of, and the interest on, the Defeasance Securities to pay the principal or redemption price of, and the interest on, the Refunded Bonds on the Redemption Date, and (b) certain calculations relating to the Refunded Bonds and the Series 2022 Bonds. See “PART 7—THE REFUNDING PLAN.”

#### **PART 19 — RATINGS**

The Series 2022 Bonds are rated “\_\_” with a \_\_\_\_\_ outlook by Moody’s and “\_\_” with a \_\_\_\_\_ outlook by Fitch Ratings. Each rating reflects only the view of the rating agency issuing such rating and an explanation of the significance of such rating may be obtained from the rating agency furnishing the same. There is no assurance that such credit ratings will continue for any given period of time or that either or both will not be revised downward or withdrawn entirely by either or both of such rating agencies, if, in the judgment of either or both of them, circumstances so warrant. Any such downward revision or withdrawal of such rating or ratings may have an adverse effect on the market price of the Series 2022 Bonds. A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

#### **PART 20 — CONTINUING DISCLOSURE**

In order to assist the Initial Purchasers of the Series 2022 Bonds to comply with Rule 15c2-12 (“Rule 15c2-12”) promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended, each of the Authorized Issuers, the State, and each of the trustees under the general resolutions have entered into a written agreement, dated as of May 1, 2002, and amended and restated as of July 1, 2009, as of December 1, 2010, and as of June 10, 2019 (the “Master Disclosure Agreement”) for the benefit of all holders of State Personal Income Tax Revenue Bonds, including the holders of the Series 2022 Bonds. The parties to the Master Disclosure Agreement have agreed to provide continuing disclosure of certain financial and operating data concerning the State and the sources of the Revenue Bond Tax Fund Receipts (collectively, the “Annual Information”) in accordance with the requirements of Rule 15c2-12 and as described in the Master Disclosure Agreement. The Division of the Budget will electronically file with the Municipal Securities Rulemaking Board (the “MSRB”) through its Electronic Municipal Market Access (“EMMA”) system on or before 120 days after the end of each State fiscal year, commencing, for the Series 2022 Bonds, with the

fiscal year ending March 31, 2021. An executed copy of the Master Disclosure Agreement is attached hereto as “APPENDIX D — EXECUTED COPY OF MASTER CONTINUING DISCLOSURE AGREEMENT.”

The State Comptroller is required by existing law to issue audited annual financial statements of the State, prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), within 120 days after the close of the State Fiscal Year, and the State will undertake to electronically file with the MSRB, the State’s annual financial statements prepared in accordance with GAAP and audited by an independent firm of certified public accountants in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States, provided, however, that if audited financial statements are not then available unaudited financial statements shall be filed no later than 120 days after the end of the State’s fiscal year and such audited statements shall be electronically filed with the MSRB, if and when such statements are available. In addition, the Authorized Issuers have agreed in the Master Disclosure Agreement to electronically file with the MSRB, in a timely manner not in excess of ten (10) business days after the occurrence of any of the sixteen (16) events described in the Master Disclosure Agreement, notice of any such events.

If any party to the Master Disclosure Agreement fails to comply with any provisions thereof, then each of the other parties to the Master Disclosure Agreement and, as a direct or third party beneficiary, as the case may be, any holder of State Personal Income Tax Revenue Bonds, including the holders of the Series 2022 Bonds, may enforce, for the equal benefit and protection of all holders similarly situated, by mandamus or other suit or proceeding at law or in equity, the Master Disclosure Agreement against such party and any of its officers, agents and employees, and may compel such party or any such officers, agents or employees to perform and carry out their duties thereunder. The parties to the Master Disclosure Agreement, however, are not obligated to enforce the obligations of the others. The sole and exclusive remedy for breach or default under the Master Disclosure Agreement to provide the continuing disclosure described above is an action to compel specific performance of the obligations of the State and/or the applicable Authorized Issuer contained therein, and no person or other entity, including any holder of State Personal Income Tax Revenue Bonds, including the holders of the Series 2022 Bonds, may recover monetary damages thereunder under any circumstances. Any holder or beneficial owner of State Personal Income Tax Revenue Bonds, including the holders of Series 2022 Bonds, may enforce the Master Disclosure Agreement to the equal and proportionate benefit of all holders and beneficial owners similarly situated to the extent provided in the Master Disclosure Agreement. A breach or default under the Master Disclosure Agreement shall not constitute an Event of Default under the general resolutions. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any reason, then the information required to be provided under the Master Disclosure Agreement, insofar as the provision of Rule 15c2-12 no longer in effect required the provision of such information, shall no longer be required to be provided. The obligations of the State under the Master Disclosure Agreement may be terminated if the State ceases to be an obligated person as defined in Rule 15c2-12.

The State has not in the previous five years failed to comply, in any material respect, with the Master Disclosure Agreement or any other previous undertakings or agreements pursuant to Rule 15c2-12 in relation to State Personal Income Tax Revenue Bonds. Pursuant to the terms of the Master Disclosure Agreement, the Corporation, as conduit issuer of State Personal Income Tax Revenue Bonds, has agreed in such agreement to provide notices of certain events as described in such agreement and has complied with such contractual undertaking in all material respects.

The Master Disclosure Agreement contains a general description of the type of financial information and operating data that will be provided; the descriptions are not intended to state more than general categories of financial information and operating data; and if an undertaking calls for information that no longer can be generated because the operations to which it is related have been materially changed or discontinued, a statement to that effect will be provided. As a result, it is not anticipated that it often will be necessary to amend the information undertakings. The Master Disclosure Agreement, however, may be amended or modified without Bondholders’ consent under certain circumstances set forth therein.

## **PART 21 — MISCELLANEOUS**

Certain information concerning the State (which is either included in or appended to this Official Statement) has been furnished or reviewed and authorized for use by the Corporation by such sources as described in this Official Statement. While the Corporation believes that these sources are reliable, the Corporation has not independently verified this information and does not guarantee the accuracy or completeness of the information furnished by the respective sources.

The State provided the information relating to the State and COVID-19 in “APPENDIX A — INFORMATION CONCERNING THE STATE OF NEW YORK.”

The Director of the Budget is to certify that the statements and information appearing (a) under the headings (i) “PART 1 — SUMMARY STATEMENT” (except under the subcaption “Purpose of Issue” and except for the seventh, eleventh (last sentence only) and twelfth paragraphs under the subcaption “Sources of Payment and Security for State Personal Income Tax Revenue Bonds — Revenue Bond Tax Fund Receipts,” as to which no representation is made), (ii) “PART 2 — INTRODUCTION” (the second, third, fourth, sixth, seventh, eighth, tenth, twelfth (other than the last sentence thereof), thirteenth and fourteenth paragraphs only), (iii) “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE PERSONAL INCOME TAX REVENUE BONDS,” (iv) “PART 4 — SOURCES OF REVENUE BOND TAX FUND RECEIPTS,” (v) “PART 9 — DEBT SERVICE REQUIREMENTS” as to the column “Other Outstanding NYS Personal Income Tax Revenue Bonds Debt Service,” and (vi) “PART 20 — CONTINUING DISCLOSURE” (the first sentence of the fourth paragraph only), and (b) in the “Annual Information Statement of the State of New York,” including any updates or supplements, included in “APPENDIX A — INFORMATION CONCERNING THE STATE OF NEW YORK” to this Official Statement are true, correct and complete in all material respects, and that no facts have come to his attention that would lead him to believe that such statements and information contain any untrue statement of a material fact or omit to state any material fact necessary in order to make such statements and information, in light of the circumstances under which they were made, not misleading, provided, however, that while the information and statements contained under such headings and in “APPENDIX A — INFORMATION CONCERNING THE STATE OF NEW YORK” which were obtained from sources other than the State are not certified as to truth, correctness or completeness, such statements and information have been obtained from sources that he believes to be reliable and he has no reason to believe that such statements and information contain any untrue statement of a material fact or omit to state any material fact necessary in order to make such statements and information, in light of the circumstances under which they were made, not misleading; provided, further, however, that with regard to the statements and information in “APPENDIX A — INFORMATION CONCERNING THE STATE OF NEW YORK” hereto under the caption “Litigation,” such statements and information as to legal matters are given to the best of his information and belief, having made such inquiries as he deemed appropriate at the offices of the Department of Law of the State, without any further independent investigation. The certification is to apply both as of the date of this Official Statement and as of the date of delivery of the Series 2022 Bonds.

Public Resources Advisory Group is acting as financial advisor to the Division of the Budget in connection with the sale and issuance of the Series 2022 Bonds. Acacia Financial Group, Inc. is acting as co-financial advisor to the Division of the Budget in connection with the sale and issuance of the Series 2022 Bonds.

The references herein to the Project Acts, the UDC Act, the Enabling Act, other laws of the State, the General Resolution and the Financing Agreement are brief outlines of certain provisions thereof. Such outlines do not purport to be complete and reference should be made to each for a full and complete statement of its provisions. The agreements of the Corporation with the registered Owners of the Series 2022 Bonds are fully set forth in the General Resolution (including any supplemental resolutions thereto), and neither any advertisement of the Series 2022 Bonds nor this Official Statement is to be construed as a contract with the purchasers of the Series 2022 Bonds. So far as any statements are made in this Official Statement involving matters of opinion, forecasts or estimates, whether or not expressly stated, are intended merely as expressions of opinion, forecasts or estimates and not as representations of fact. Copies of the documents mentioned in this paragraph are available for review at the corporate headquarters of the Corporation located at 633 Third Avenue,

New York, New York 10017. The Corporation's telephone number at such address is (212) 803-3100. A copy of the Financing Agreement appears as Appendix C hereto.

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The execution and delivery of this Official Statement by an Authorized Officer have been duly authorized by the Corporation.

**NEW YORK STATE  
URBAN DEVELOPMENT CORPORATION  
d/b/a EMPIRE STATE DEVELOPMENT**

By: \_\_\_\_\_  
Authorized Officer

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**APPENDIX A**

**INFORMATION CONCERNING THE STATE OF NEW YORK**

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**APPENDIX B**

**SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION**

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**APPENDIX C**

**CONFORMED COPY OF FINANCING AGREEMENT**

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**APPENDIX D**

**EXECUTED COPY OF MASTER CONTINUING DISCLOSURE AGREEMENT**

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**APPENDIX E**

**PROPOSED FORM OF CO-BOND COUNSEL OPINION [to be updated]**

*Upon delivery of the Series 2022A Bonds and Series 2022B Bonds, Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel to the Corporation, each propose to issue its legal opinion in substantially the following form:*

[Date of Closing]

New York State Urban Development  
Corporation  
d/b/a Empire State Development  
633 Third Avenue  
New York, New York 10017

Re: New York State Urban Development Corporation  
State Personal Income Tax Revenue Bonds (General Purpose)  
Series 2022A (Tax-Exempt) and Series 2022B (Federally Taxable)

Ladies and Gentlemen:

We, as Co-Bond Counsel to the New York State Urban Development Corporation (the “Corporation”), a corporate governmental agency of the State of New York (the “State”) constituting a political subdivision and public benefit corporation created by the New York State Urban Development Corporation Act, being Chapter 174 of the Laws of New York of 1968, as amended (the “UDC Act”), have examined a record of proceedings relating to the issuance by the Corporation of \$\_\_\_\_\_ aggregate principal amount of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) (the “Series 2022A Bonds”) and \$\_\_\_\_\_ aggregate principal amount of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022B (Federally Taxable) (the “Series 2022B Bonds” and together with the Series 2022A Bonds, the “Series 2022 Bonds”).

The Series 2022 Bonds are authorized to be issued pursuant to the UDC Act, Part I of Chapter 383 of the Laws of New York of 2001, as amended (the “Enabling Act”), various statutes, as amended and supplemented, relating to projects financed by the Series 2022 Bonds (collectively, the “Project Acts”) and Section 51 of the Public Authorities Law, including related appropriations acts, and pursuant and subject to the provisions, terms and conditions of a resolution of the Corporation adopted on November 16, 2009, entitled “State Personal Income Tax Revenue Bonds (General Purpose) General Bond Resolution,” as supplemented and amended (the “General Resolution”), as further supplemented by a resolution adopted on September 9, 2022, entitled “Supplemental Resolution 2022-\_\_ Authorizing State Personal Income Tax Revenue Bonds (General Purpose) (the “Supplemental Resolution”), and a resolution adopted on September 9, 2022, entitled “Bond Financing Committee Resolution Concerning the Sale and Issuance of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) and Series 2022B (Federally Taxable)” (the “Bond Financing Committee Resolution”; and collectively with the General Resolution and the Supplemental Resolution, the “Resolutions”). Capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in the Resolutions.

The Corporation has heretofore issued Bonds and has reserved the right hereafter to issue additional Bonds pursuant to the General Resolution, in addition to the Series 2022 Bonds, upon the terms and conditions and for the purposes set forth in the General Resolution. Under and subject to the terms of the General Resolution, the Series 2022 Bonds, when issued, and all Bonds heretofore and hereafter issued under the General Resolution, shall be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the General Resolution. In addition, all State Personal Income Tax Revenue Bonds issued

pursuant to the Enabling Act by Authorized Issuers are on a parity with each other as to payments from the Revenue Bond Tax Fund established by Section 92-z of the New York State Finance Law (the "Revenue Bond Tax Fund"), subject to annual appropriation by the State Legislature. However, pursuant to the Enabling Act, neither the Corporation nor the owners of the Series 2022 Bonds have or will have a lien on the monies on deposit in the Revenue Bond Tax Fund. In addition, pursuant to the Enabling Act, nothing contained therein shall be deemed to restrict the right of the State of New York to amend, repeal, modify or otherwise alter statutes imposing or relating to the taxes imposed pursuant to Article 22, Article 24 and Article 24-A of the New York Tax Law.

The Corporation and the State, acting by and through the Director of the Budget, have entered into a Financing Agreement, dated as of December 1, 2009 (the "Financing Agreement"), which provides for the payment, subject to annual appropriation by the State Legislature, of Financing Agreement Payments by the State Comptroller to The Bank of New York Mellon, New York, New York, as trustee (the "Trustee") on behalf of the Corporation in amounts sufficient to pay the principal of, redemption premium, if any, and interest on the Series 2022 Bonds.

The Series 2022 Bonds are issuable in the form of fully registered bonds, without coupons, in the denominations of \$5,000 or any integral multiple thereof and, when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York, which will act as securities depository for the Series 2022 Bonds. The Series 2022 Bonds shall be lettered and numbered as provided in the Resolutions.

The Series 2022 Bonds are dated their date of delivery and bear interest payable on March 15 and September 15 in each year until maturity, commencing September 15, 2020. The Series 2022 Bonds will mature on the dates and in the principal amounts, will bear interest at the respective rates per annum, and will be subject to redemption prior to maturity, all as set forth in the Resolutions.

The Internal Revenue Code of 1986, as amended (the "Code"), imposes certain requirements that must be met subsequent to the issuance and delivery of the Series 2022 Bonds for interest thereon to be and remain excluded from gross income for Federal income tax purposes. Noncompliance with such requirements could cause the interest on the Series 2022 Bonds to be included in gross income for Federal income tax purposes retroactive to the date of issue of the Series 2022 Bonds. Pursuant to the Resolution and the Tax Certificate as to Arbitrage and the Provisions of Sections 103 and 141-150 of the Internal Revenue Code of 1986 (the "Tax Certificate"), the Corporation and certain departments, agencies and authorities of the State of New York (the "Departments") have covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Series 2022 Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Code. In addition, the Corporation and the Departments have made certain representations and certifications in the Resolutions and the Tax Certificate. We will not independently verify the accuracy of those representations and certifications.

Based upon and subject to the foregoing, and in reliance thereon, and subject to the limitations set forth below, we are of the opinion that:

1. The Corporation has been duly created and is validly existing as a body corporate and politic constituting a public corporation of the State under the UDC Act and has the right, power and authority under the UDC Act and the Enabling Act to adopt the Resolutions.

2. The Resolutions have been duly and lawfully adopted by the Corporation, are in full force and effect and constitute valid and binding obligations of the Corporation enforceable in accordance with their terms. The Resolutions create the valid pledge of the Pledged Property which they purport to create, to secure the payment of the principal of and interest on the Series 2022 Bonds, including the Revenues and any other amounts (including proceeds of the sale of the Series 2022 Bonds) held by the Trustee in any fund or account established pursuant to the Resolutions, except the Administrative Fund and the Rebate Fund, subject to the provisions of

the Resolutions permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolutions.

3. The Series 2022 Bonds have been duly and validly authorized and issued by the Corporation in accordance with applicable law, and constitute valid and binding special limited obligations of the Corporation, enforceable in accordance with their terms and the terms of the Resolutions, payable solely from the sources provided therefor in the Resolutions.

4. The Financing Agreement has been duly authorized, executed and delivered by the Corporation and, assuming the due and valid authorization, execution and delivery thereof by the Director of the Budget of the State, constitutes a legal, valid and binding agreement of the Corporation, enforceable against the Corporation in accordance with its terms.

5. Neither the Corporation nor the owners of the Series 2022 Bonds have or will have a pledge of or lien on the Revenue Bond Tax Fund, or of the moneys deposited therein.

6. Under existing law, assuming compliance with the tax covenants described herein, and the accuracy of the aforementioned representations and certifications made by the Corporation and the Departments, interest on the Series 2022A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Code. We are also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code.

7. Interest on the Series 2022B Bonds is not excluded from gross income for federal income tax purposes, pursuant to the Code.

8. Under existing law, including the UDC Act, interest on the Series 2022 Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof (including The City of New York).

The opinions contained in paragraphs 2, 3 and 4 above are qualified only to the extent that the enforceability of the Resolutions, the Financing Agreement and the Series 2022 Bonds may be limited by applicable bankruptcy, insolvency, moratorium, reorganization or other laws heretofore or hereafter enacted and judicial decisions relating to or affecting the enforcement of creditors' rights or remedies or contractual obligations generally and is subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

Except as stated in paragraphs 6, 7 and 8 above, we express no opinion as to any other federal, state or local tax consequences of the ownership or disposition of, or the accrual or receipt of interest on, the Series 2022 Bonds. Furthermore, we express no opinion as to any federal, state or local tax law consequences with respect to the Series 2022 Bonds, or the interest thereon, if any action is taken with respect to the Series 2022 Bonds or the proceeds thereof upon the advice or approval of any other counsel.

We have not undertaken to determine, or to inform any person, whether any actions taken, or not taken, or events occurring, or not occurring, after the date of issuance of the Series 2022A Bonds may affect the tax status of interest on the Series 2022A Bonds. Further, although interest on the Series 2022A Bonds is not included in gross income for purposes of federal income taxation, receipt or accrual of the interest may otherwise affect the tax liability of a holder of a Series 2022A Bond depending upon the tax status of such holder and such holder's other items of income and deduction.

In rendering the foregoing opinions we have made a review of such legal proceedings as we have deemed necessary to approve the legality and validity of the Series 2022 Bonds. In rendering the foregoing opinions we have not been requested to examine any document or financial or other information concerning the Corporation or the State other than the record of proceedings referred to above, and we express no opinion as to

the adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2022 Bonds.

This opinion is rendered solely with regard to the matters expressly opined on above and no other opinions are intended nor should they be inferred. This opinion is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law, or in interpretations thereof, that may hereafter occur, or for any other reason whatsoever.

We have examined an executed Series 2022A Bond and an executed Series 2022B Bond and, in our opinion, the forms of said Series 2022 Bonds and their execution are regular and proper.

Very truly yours,

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## APPENDIX F

### REFUNDED BONDS CANDIDATES [to be updated]

The Corporation is proposing to currently refund certain State-supported debt previously issued by the Corporation with a portion of the proceeds of the Series 2022 Bonds, [together with other available funds, if any]. All of the bonds listed below are the Refunded Bonds as described in “PART 7 — THE REFUNDING PLAN.”

The following list of bonds is not final and is subject to change prior to the issuance of the Series 2022 Bonds. The Corporation reserves the right to refund all, none or only a portion of the bonds listed below and also reserves the right to refund bonds in addition to those listed below. In the event that any of the bonds and principal amounts listed below are not refunded with proceeds of the Series 2022 Bonds, the Corporation reserves the right to issue refunding bonds in the future to refund any of the bonds listed below or portions thereof.

<b>Maturity Date</b>	<b>Interest Rate</b>	<b>Principal Amount</b>	<b>Anticipated Call Date</b>	<b>Redemption Price</b>	<b>CUSIP Number<sup>†</sup></b>
<i>New York State Urban Development Corporation State Personal Income Tax Revenue Bonds (General Purpose), Series 2012A</i>					

Serial  
Bonds

Term  
Bond

<sup>†</sup> CUSIP is a registered trademark of the American Bankers Association (“ABA”). CUSIP numbers are assigned by, and managed on behalf of the ABA by, an organization not affiliated with the Corporation. The CUSIP numbers listed above are being provided solely for the convenience of Bondholders only at the time of issuance of the Refunded Bonds. The Corporation is not responsible for the selection or uses of these CUSIP numbers, nor is any representation made as to their correctness on the Refunded Bonds or as indicated above. The CUSIP numbers have been and are subject to change after the original issuance of the Refunded Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of one or more maturities of the Refunded Bonds 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 one or more maturities of the Refunded Bonds.

**APPENDIX G**  
**NOTICES OF SALE**

APPENDIX G-I

SERIES 2022A  
NOTICE OF SALE



**[\$[Par Amount]\***  
**New York State Urban Development Corporation**  
**State Personal Income Tax Revenue Bonds (General Purpose)**  
**Series 2022A (Tax-Exempt)**

NOTICE IS HEREBY GIVEN THAT [FIVE] SEPARATE PROPOSALS will be received in electronic form only and solely through BiDCOMP™/PARITY® (“PARITY”), in the manner described below, by the New York State Urban Development Corporation (the “Corporation”) for the purchase of five separate groups of bonds that together comprise all of the [\$[Par Amount]\* State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) (the “Series 2022A Bonds”) of the Corporation. Each such group of the Series 2022A Bonds (a “Bidding Group”) will include different non-overlapping maturities as set forth below (respectively, the “Series 2022A Bidding Group 1 Bonds”, the “Series 2022A Bidding Group 2 Bonds”, the “Series 2022A Bidding Group 3 Bonds”, the “Series 2022A Bidding Group 4 Bonds” and the “Series 2022A Bidding Group 5 Bonds”, and collectively, the “Bidding Groups”). Bids for each Bidding Group will be received on:

**[WEDNESDAY], OCTOBER \_\_, 2022**

**Until 10:30 A.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 1 Bonds**

**Until 11:00 A.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 2 Bonds**

**Until 11:30 A.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 3 Bonds**

**Until 12:00 P.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 4 Bonds**

**Until 12:30 P.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 5 Bonds**

(In each case, subject to postponement or cancellation in accordance with this Notice of Sale)

At such times and location, the electronic bids received will be made publicly available, for the purchase of the Series 2022A Bonds. Proposals submitted after the above-stated times for each Bidding Group or proposals submitted in person or via facsimile will not be considered by the Corporation. **No other form of proposal or provider of electronic bidding services will be accepted.** For purposes of the bidding process, the time as maintained by PARITY shall constitute the official time with respect to all

\_\_\_\_\_  
\* Subject to change, as described herein.

proposals submitted. Bidders are required to submit proposals for all of the Series 2022A Bonds within a Bidding Group in accordance with the terms of this Notice of Sale.

On [Wednesday], October \_\_, 2022, the Corporation also will be receiving separate proposals for the purchase of its \$[2022B Par Amount]\* State Personal Income Tax Revenue Bonds (General Purpose), Series 2022B (Federally Taxable) (the “Series 2022B Bonds”) (*subject to postponement or cancellation in accordance with the Notice of Sale for the Series 2022B Bonds*).

**THE SALE AND DELIVERY OF EACH BIDDING GROUP OF THE SERIES 2022A BONDS IS CONTINGENT UPON THE SALE AND DELIVERY OF THE OTHER FOUR BIDDING GROUPS OF THE SERIES 2022A BONDS.**

**THE SALE AND DELIVERY OF THE SERIES 2022A BONDS IS CONTINGENT UPON THE SALE AND DELIVERY OF THE SERIES 2022B BONDS.**

The following information includes only a brief summary of certain provisions of the Series 2022A Bonds, the security therefor, the proposals for the Series 2022A Bonds and other terms relating thereto. Prior to submitting a proposal, bidders should read the Preliminary Official Statement dated September \_\_, 2022 relating to the Series 2022A Bonds (the “Preliminary Official Statement”), which includes summaries of the State Personal Income Tax Revenue Bonds (General Purpose) Financing Agreement, dated December 1, 2009 (the “Financing Agreement”), between the Corporation and the State of New York (the “State”), acting by and through the Director of the Division of the Budget of the State, relating to the Corporation’s State Personal Income Tax Revenue Bonds (General Purpose) General Bond Resolution (including the State Income Tax Revenue Bonds Standard Resolution Provisions set forth in Annex A thereto), adopted on November 16, 2009, as amended and supplemented, including as amended and supplemented on September 9, 2022 (the “General Resolution”). The Corporation is distributing copies of the Preliminary Official Statement to potential bidders electronically through MuniOS. Potential bidders may obtain an electronic copy of the Preliminary Official Statement, including this Notice of Sale (as the same may be supplemented), at the MuniOS website, [www.munios.com](http://www.munios.com). Copies of the form of the Financing Agreement and the General Resolution are available from Nixon Peabody LLP, New York, New York (Attention: Chris Reitzel, Esq., [creitzel@nixonpeabody.com](mailto:creitzel@nixonpeabody.com)) and D. Seaton and Associates, P.A., New York, New York (Attention: Douglas M. Seaton, [dseaton@dseatonaa.com](mailto:dseaton@dseatonaa.com)), co-bond counsel to the Corporation (“Co-Bond Counsel”). Capitalized terms used herein and not otherwise defined have the meanings given to them in the Financing Agreement and the General Resolution.

**If any summary of the terms of the sale of the Series 2022A Bonds posted by PARITY, as the approved provider of electronic bidding services for the Series 2022A Bonds, conflicts with this Notice of Sale in any respect, the terms of this Notice of Sale shall control, unless a notice of an amendment is given as described herein.**

#### **AUTHORIZATION AND PURPOSE**

The Corporation is a corporate governmental agency of the State of New York (the “State”) created pursuant to the provisions of the New York State Urban Development Corporation Act, constituting Chapter 174 of the Laws of New York of 1968, as amended (the “Act”). The Series 2020E Bonds will be issued pursuant to the Act, Part I of Chapter 383 of the Laws of New York of 2001 (the “Enabling Act”) and the Project Acts (as defined in the Resolution as defined below), and pursuant and subject to the provisions, terms and conditions of the General Resolution, as supplemented, including as supplemented by a resolution of the Corporation adopted on September 9, 2022, entitled “Supplemental Resolution 2022-\_\_ Authorizing

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\* Subject to change.

State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A and Series 2022B (Federally Taxable)” and by a resolution adopted on September 9, 2022 and entitled “Bond Financing Committee Resolution Concerning the Sale and Issuance of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A and Series 2022B (Federally Taxable)” (collectively with the General Resolution, the “Resolution”).

The Series 2022A Bonds are being issued to provide the Corporation with funds to (i) finance, refinance or reimburse all or a portion of the costs of certain programs and projects within the State, including but not limited to [subject to discussion][capital projects for information technology, economic development initiatives, housing capital programs, correctional facilities, transportation facilities, State police facilities, youth program facilities, State office buildings and other facilities and environmental projects,] (ii) refund certain State-supported debt previously issued by an Authorized Issuer and (iii) pay certain costs relating to the issuance of the Series 2022 Bonds,, all as more particularly described in the Preliminary Official Statement.

**SECURITY FOR THE SERIES 2022A BONDS**

The Series 2022A Bonds are special obligations of the Corporation, secured by a pledge of the payments to be made by the State Comptroller to the Trustee pursuant to the Financing Agreement. Financing agreement payments are made from amounts which are deposited, as required by the Enabling Act, to the Revenue Bond Tax Fund, as more fully described in the Preliminary Official Statement. Additional information regarding the security and sources of payment for State Personal Income Tax Revenue Bonds (General Purpose) and the sources of New York State Personal Income Tax receipts for the Revenue Bond Tax Fund is set forth in the Preliminary Official Statement.

**PRINCIPAL AMORTIZATION\***

As set forth below, the Series 2022A Bidding Group 1 Bonds include Series 2022A Bonds maturing in the years 2023 to 2031, inclusive, the Series 2022A Bidding Group 2 Bonds include Series 2022A Bonds maturing in the years 2032 to 2038, inclusive, the Series 2022A Bidding Group 3 Bonds include Series 2022A Bonds maturing in the years 2039 to 2044, inclusive, the Series 2022A Bidding Group 4 Bonds include Series 2022A Bonds maturing in the years 2045 to 2048, inclusive, and the Series 2022A Bidding Group 5 Bonds include Series 2022A Bonds maturing in the years 2049 to 2052, inclusive.

***Series 2022A Bidding Group 1 Bonds***

Principal with respect to the Series 2022A Bidding Group 1 Bonds will mature and sinking fund installments with respect to the Series 2022A Bidding Group 1 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 1 Bonds**

Year\*   Preliminary Annual Principal Amount\*   Interest Rate\*

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\*Subject to change, as described herein.

***Series 2022A Bidding Group 2 Bonds***

Principal with respect to the Series 2022A Bidding Group 2 Bonds will mature and sinking fund installments with respect to the Series 2022A Bidding Group 2 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 2 Bonds**

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Interest Rate*</u>
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***Series 2022A Bidding Group 3 Bonds***

Principal with respect to the Series 2022A Bidding Group 3 Bonds will mature and sinking fund installments with respect to Series 2022A Bidding Group 3 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 3 Bonds**

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Interest Rate*</u>
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***Series 2022A Bidding Group 4 Bonds***

Principal with respect to the Series 2022A Bidding Group 4 Bonds will mature and sinking fund installments with respect to Series 2022A Bidding Group 4 Bonds to be issued as term bonds, if any, will

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\*Subject to change, as described herein.

be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 4 Bonds**

Year\* Preliminary Annual Principal Amount\* Interest Rate\*

***Series 2022A Bidding Group 5 Bonds***

Principal with respect to the Series 2022A Bidding Group 5 Bonds will mature and sinking fund installments with respect to Series 2022A Bidding Group 5 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 5 Bonds**

Year\* Preliminary Annual Principal Amount\* Interest Rate\*

ANY CHANGES TO THE PRINCIPAL PAYMENT SCHEDULE FOR THE SERIES 2022A BONDS TO BE USED FOR THE BIDDING PROCESS WILL BE ANNOUNCED BY MEANS OF A SUPPLEMENT TO THIS NOTICE OF SALE TO BE POSTED ON MUNIOS NOT LATER THAN 9:00 A.M. (NEW YORK CITY TIME) ON ANY ANNOUNCED DATE FOR RECEIPT OF BIDS.

**TERM BOND OPTION**

The successful bidder for each Bidding Group of the Series 2022A Bonds may designate two or more of the consecutive serial maturities set forth above for such Bidding Group as a term bond maturity equal in aggregate principal amount, and with amortization requirements corresponding, to such designated serial maturities on the Series 2022A Bonds of such Bidding Group. Any such term bond or bonds shall be subject to mandatory sinking fund redemption commencing on March 15 of the first year which has been combined to form such term bond or bonds and continuing on March 15 in each year thereafter until the stated maturity date of that term bond or bonds. The Series 2022A Bonds to be redeemed in any year by mandatory sinking fund redemption shall be redeemed at par, as described in the Preliminary Official Statement.

**CERTAIN DETAILS OF SERIES 2022A BONDS**

The Series 2022A Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, NY (“DTC”), which

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\*Subject to change, as described herein.

will act as securities depository for the Series 2022A Bonds. Purchasers (as defined below) will not receive certificates representing their ownership interest in the Series 2022A Bonds purchased. Beneficial ownership interests in the Series 2022A Bonds in the amount of \$5,000 or any integral multiple thereof may be purchased by or through DTC Participants.

The Series 2022A Bonds will be dated and bear interest from their date of delivery on or about July 28, 2022 (the “Closing Date”). Interest will be calculated on a 30/360-day basis and will be payable semi-annually, beginning September 15, 2022, and on each March 15 and September 15 thereafter until maturity or earlier redemption.

#### **OPTIONAL REDEMPTION\***

The Series 2022A Bonds maturing on or before March 15, 2032 are not subject to optional redemption prior to maturity. The Series 2022A Bonds maturing on and after March 15, 2033 are subject to optional redemption prior to maturity on and after September 15, 2032 in any order at the option of the Corporation, as a whole or in part, at any time, at par, plus accrued interest to the redemption date.

#### **RIGHT TO AMEND**

The Corporation reserves the right to amend this Notice of Sale, including, but not limited to, the right to change the date and/or time of the bond sale of each Bidding Group or the preliminary aggregate principal amount of the Series 2022A Bonds and of each Bidding Group, and the preliminary annual principal amounts in each Bidding Group (the “Preliminary Aggregate Principal Amount” and the “Preliminary Annual Principal Amounts,” respectively; and collectively, the “Preliminary Amounts”) being offered. ANY CHANGE TO THE BID DATE AND/OR TIME AND ANY REVISIONS TO THE PRELIMINARY AMOUNTS FOR THE SERIES 2022A BONDS OR ANY BIDDING GROUP (THE “REVISED AGGREGATE PRINCIPAL AMOUNT” AND THE “REVISED ANNUAL PRINCIPAL AMOUNTS,” RESPECTIVELY; AND COLLECTIVELY, THE “REVISED AMOUNTS”), AS WELL AS ANY OTHER CHANGE, WILL BE ANNOUNCED BY MEANS OF A SUPPLEMENT TO THIS NOTICE OF SALE TO BE POSTED ON MUNIOS NOT LATER THAN 9:00 A.M. (NEW YORK CITY TIME) ON THE LAST ANNOUNCED DATE FOR RECEIPT OF BIDS. In the event that no revisions are made to the Preliminary Amounts, the Preliminary Amounts for each Bidding Group shall constitute the Revised Amounts for each Bidding Group.

After selecting the winning bid for each Bidding Group, the Corporation will determine the final aggregate principal amount of the Series 2022A Bonds for each Bidding Group (the “Final Aggregate Principal Amount”) and each final annual principal amount (the “Final Annual Principal Amounts,” together with the Final Aggregate Principal Amount, the “Final Amounts”). In determining the Final Amounts, the Corporation reserves the right to reduce or increase the Revised Aggregate Principal Amount of Series 2022A Bonds of each Bidding Group by up to 10% of such amount.

THE SUCCESSFUL BIDDER FOR EACH BIDDING GROUP MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES BID OR THE INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE REVISED AMOUNTS WITHIN THE LIMITS STATED ABOVE. The dollar amount bid by the successful bidder for each Bidding Group will be adjusted to reflect any adjustments in the aggregate principal amount or any annual principal amount of each Bidding Group of the Series 2022A Bonds. Such adjusted bid price for each Bidding Group will reflect changes in the dollar amount of the underwriter’s discount and original issue discount/premium, if any, but will not change the selling compensation per \$1,000 of par amount of Series 2022A Bonds from the selling compensation

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\*Subject to change, as described herein.

that would have been received based on the purchase price of the winning bid of each Bidding Group and the Initial Reoffering Prices (as defined below). The interest rate specified by the successful bidder for each Bidding Group using the price at which it will re-offer the Series 2022A Bonds of each maturity of such Bidding Group to the public (the “Initial Reoffering Prices”) will not change. The Final Amounts and the adjusted purchase price for the Series 2022A Bidding Group 1 Bonds, the Series 2022A Bidding Group 2 Bonds, the Series 2022A Bidding Group 3 Bonds, the Series 2022A Bidding Group 4 Bonds and the Series 2022A Bidding Group 5 Bonds will be communicated to the respective successful bidders as soon as possible, but no later than 9:00 a.m. (New York City Time) on the day immediately following the day of the sale.

### **DISADVANTAGED BUSINESS ENTERPRISES**

It is the policy of the Corporation that appropriate consideration be given to firms which are minority business enterprises (“MBE”), service disabled veteran owned business enterprises (“SDVOBE”) and women’s business enterprises (“WBE”). The Corporation requests and strongly urges bidders to include such firms in their management group or syndicate and to allocate bonds accordingly. The Corporation may request a report of the winning bidder showing the portion of the issue that was allocated to MBE, SDVOBE and/or WBE firms.

### **PROPOSALS**

Each bid for a particular Bidding Group must be a firm offer for all, and not less than all, of the applicable principal amount of such Bidding Group. Each interest rate specified for any bid must meet the requirements set forth for the applicable Bidding Group under the heading “PRINCIPAL AMORTIZATION” above. In addition, all Series 2022A Bonds maturing on any one date shall bear the same rate of interest and all interest rates must be in multiples of 1/8 or 1/20 of one percent (1%). The aggregate amount to be paid by the bidder for each of the Bidding Groups may not be less than 100% of the Revised Aggregate Principal Amount of such Bidding Group.

### **RIGHT OF REJECTION**

The Corporation reserves the right in its discretion to reject any or all proposals and to waive any irregularity or informality in any proposal. The Corporation shall not be responsible for costs incurred by any of the bidders as a result of participation in the bidding process.

### **AWARD**

The award of each Bidding Group of the Series 2022A Bonds, if any, will be made to the bidder complying with the terms of sale and offering to purchase such Bidding Group of the Series 2022A Bonds at the lowest true interest cost to the Corporation, calculated by the Corporation or its agent, based on the Revised Amounts, described above. True interest cost shall be determined for each bid by doubling the semi-annual interest rate, compounded semi-annually, necessary to discount the debt service payments (interest, or principal and interest, as due, including any mandatory redemptions) from the payment dates to the dated date, which is the delivery date, expected to be the Closing Date, and to the price bid. If more than one bid in a Bidding Group offers the same lowest true interest cost, the successful bid will be the bid that was submitted earlier, as determined by reference to the time stamp displayed on PARITY. Each bidder for a Bidding Group shall include in its bid for that Bidding Group a statement of the true interest cost offered in its bid, but this statement shall not be deemed to be a part of the bid.

## **ELECTRONIC BIDDING**

Each bid must be submitted electronically via PARITY. No other form of proposal or provider of electronic bidding services will be accepted. Each prospective bidder shall be solely responsible to register to bid via PARITY. Information about the BiDCOMP/PARITY Competitive Bidding System, including registration requirements and fees charged, may be obtained from Ipreo/PARITY, 1359 Broadway, 2nd Floor, New York, NY 10018, Telephone (212) 849-5021.

**By submitting a bid for a Bidding Group of the Series 2022A Bonds, a bidder represents and warrants to the Corporation that it has an established industry reputation for underwriting new issuances of municipal bonds.**

Bids must be submitted for the purchase of a Bidding Group of Series 2022A Bonds by means of the Corporation's Bid Form (the "Bid Form") via PARITY electronically on [Wednesday], October \_\_, 2022 by (i) 10:30 A.M., New York Time, for Series 2022A Bidding Group 1 Bonds, (ii) 11:00 A.M., New York Time, for Series 2022A Bidding Group 2 Bonds, (iii) 11:30 A.M., New York Time, for Series 2022A Bidding Group 3 Bonds, (iv) 12:00 P.M., New York Time, for Series 2022A Bidding Group 4 Bonds, and (v) 12:30 P.M., New York Time, for Series 2022A Bidding Group 5 Bonds, unless postponed as described herein (see "RIGHT TO AMEND"). Once bids are communicated electronically via PARITY to the Corporation and the respective sale time has passed, each bid will constitute an irrevocable offer to purchase the applicable Bidding Group of Series 2022A Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on PARITY shall constitute the official time. For information purposes only, bidders are requested to state in their bids the true interest cost to the Corporation represented by the rate or rates of interest and the bid price specified in their respective bids. No bid will be received after the respective time for receiving such bids specified above.

**IF ANY PROVISIONS OF THIS NOTICE OF SALE CONFLICT WITH INFORMATION PROVIDED BY PARITY AS THE APPROVED PROVIDER OF ELECTRONIC BIDDING SERVICES, THIS NOTICE OF SALE SHALL CONTROL.**

Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. The Corporation has no duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and shall not be responsible for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The Corporation is using PARITY as a communication mechanism, and not as the Corporation's agent, to conduct the electronic bidding for the Series 2022A Bonds. The Corporation is not bound by any advice and determination of PARITY to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the specifications under "PROPOSALS" set forth above. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via PARITY are the sole responsibility of the bidders; and the Corporation is not responsible, directly or indirectly, for any of such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying or withdrawing a bid for the Series 2022A Bonds, it should telephone PARITY and also notify Raymond Orlando, Chief Financial Officer of the Corporation by email at [Raymond.Orlando@esd.ny.gov](mailto:Raymond.Orlando@esd.ny.gov).

**WARNING REGARDING ELECTRONIC BIDS: THE CORPORATION WILL ACCEPT BIDS IN ELECTRONIC FORM SOLELY THROUGH PARITY ON THE OFFICIAL BID FORM CREATED FOR SUCH PURPOSE. EACH BIDDER SUBMITTING AN ELECTRONIC BID UNDERSTANDS AND AGREES BY DOING SO THAT IT IS SOLELY RESPONSIBLE FOR ALL ARRANGEMENTS WITH PARITY AND THAT PARITY IS NOT ACTING AS AN AGENT OF THE**

CORPORATION. INSTRUCTIONS AND FORMS FOR SUBMITTING ELECTRONIC BIDS MUST BE OBTAINED FROM PARITY, AND THE CORPORATION ASSUMES NO RESPONSIBILITY FOR ENSURING OR VERIFYING BIDDER COMPLIANCE WITH THE PROCEDURES OF PARITY. THE CORPORATION SHALL ASSUME THAT ANY BID RECEIVED THROUGH PARITY HAS BEEN MADE BY A DULY AUTHORIZED AGENT OF THE BIDDER.

THE CORPORATION, CO-BOND COUNSEL AND PUBLIC RESOURCES ADVISORY GROUP AS FINANCIAL ADVISOR TO THE STATE DIVISION OF BUDGET (THE “FINANCIAL ADVISOR”), ASSUME NO RESPONSIBILITY FOR ANY ERROR CONTAINED IN ANY BID SUBMITTED ELECTRONICALLY, OR FOR FAILURE OF ANY BID TO BE TRANSMITTED, RECEIVED OR OPENED AT THE OFFICIAL TIME FOR RECEIPT OF BIDS OF A BIDDING GROUP. EACH BIDDER EXPRESSLY ASSUMES THE RISK OF ANY INCOMPLETE, ILLEGIBLE, UNTIMELY OR NONCONFORMING BID SUBMITTED BY ELECTRONIC TRANSMISSION BY SUCH BIDDER, INCLUDING WITHOUT LIMITATION, BY REASON OF GARBLED TRANSMISSIONS, MECHANICAL FAILURE, ENGAGED TELECOMMUNICATIONS LINES, OR ANY OTHER CAUSE ARISING FROM SUBMISSION BY ELECTRONIC TRANSMISSION.

### **GOOD FAITH DEPOSITS**

Good faith deposits for the Series 2022A Bonds will not be required.

### **OFFICIAL STATEMENT**

The Preliminary Official Statement has been deemed final by the State and the Corporation as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission (“Rule 15c2-12”), except for certain permitted omissions described in paragraph (b)(1) of Rule 15c2-12, but is subject to change without notice and to completion or amendment or supplementation in the final Official Statement.

The Corporation is distributing copies of the Preliminary Official Statement to potential bidders electronically through MuniOS. Potential bidders may obtain an electronic copy of the Preliminary Official Statement by logging onto the website for MuniOS at [www.munios.com](http://www.munios.com).

After the sale of the Series 2022A Bonds, the Corporation will provide the successful bidder for each Bidding Group (each a “Purchaser”) with a reasonable number of copies of the final Official Statement within seven (7) business days of the award of the Series 2022A Bonds. Each Purchaser may order additional copies at its own expense and is responsible for distributing the final Official Statement to its syndicate members. The Purchasers will be required to deliver a copy of the final Official Statement to the Municipal Securities Rulemaking Board by the Closing Date (as defined below).

### **CONTINUING DISCLOSURE**

In order to assist bidders in complying with Rule 15c2-12(b)(5), the State has undertaken, pursuant to the amended and restated New York State Personal Income Tax Revenue Bonds (General Purpose) Master Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”), to provide annual reports and notices of certain events. A description of the Continuing Disclosure Agreement is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement. A copy of the executed Continuing Disclosure Agreement is attached to the Preliminary Official Statement as Appendix E.

## CUSIP IDENTIFICATION NUMBERS

It is anticipated that CUSIP identification numbers will be printed on the Series 2022A Bonds, but neither the failure to print such number on any Series 2022A Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the Purchaser thereof to accept delivery of and pay for the Series 2022A Bonds. The Financial Advisor will timely apply for CUSIP numbers with respect to the Series 2022A Bonds as required by MSRB Rule G-34. Each Purchaser shall be responsible for the cost of assignment of such CUSIP numbers.

## UNDERTAKINGS OF THE SUCCESSFUL BIDDERS

Each Purchaser shall make a bona fide public offering of all the Series 2022A Bonds in such Bidding Group and shall represent to the Corporation that such reoffering is in compliance with all applicable securities laws of the jurisdictions in which such Series 2022A Bonds are offered. The Corporation has not taken any action relating to the requirements of the securities or “Blue Sky” laws of any jurisdiction with respect to the offer and sale of the Series 2022A Bonds.

**Within thirty (30) minutes after being notified of the award of a Bidding Group of the Series 2022A Bonds, the applicable Purchaser shall advise the Corporation in writing (via email, to Raymond Orlando, Chief Financial Officer, at [Raymond.Orlando@esd.ny.gov](mailto:Raymond.Orlando@esd.ny.gov)) of the Initial Reoffering Prices of the Series 2022A Bonds of such Bidding Group.** Each Purchaser must, by facsimile transmission or delivery received by the Corporation within two (2) hours after notification of the Final Annual Principal Amounts for the applicable Bidding Group, furnish the following information to the Corporation to complete the Official Statement in final form and to adjust the amortization requirements:

- A. Selling compensation (aggregate total anticipated compensation to such Purchaser expressed in dollars, based on the expectation that all Series 2022A Bonds in the applicable Bidding Group awarded to it are sold at the prices or yields at which the Purchaser advised the Corporation that such Series 2022A Bonds were initially offered to the public).
- B. Details of any bond insurance.
- C. Any desired combination of annual principal installments of Series 2022A Bidding Group 1 Bonds, Series 2022A Bidding Group 2 Bonds, Series 2022A Bidding Group 3 Bonds, Series 2022A Bidding Group 4 Bonds, or Series 2022A Bidding Group 5 Bonds bearing the same interest rate into term bonds with mandatory sinking fund redemption requirements.
- D. Any additional pricing or other information that the Corporation determines is necessary to complete the Official Statement.
- E. Confirmation from such Purchaser that it will execute and deliver the applicable issue price certificate on or prior to the Closing Date and will comply in all respects with the provisions of such certificate.

After the awards of the Series 2022A Bonds, the Corporation will prepare copies of the final Official Statement and will include therein such additional information concerning the reoffering of the Series 2022A Bonds as the successful bidders may reasonably request; *provided, however*, that the Corporation will not include in the final Official Statement a “NRO” (“not reoffered”) designation with respect to any maturity of the Series 2022A Bonds. Each Purchaser will be responsible to the Corporation in all respects for the accuracy and completeness of information provided by such Purchaser with respect to such reoffering.

## REOFFERING AND SALE OF BONDS TO PUBLIC

The winning bidder of each Bidding Group of the Series 2022A Bonds shall execute and deliver to the Corporation on or prior to the delivery date of the Series 2022A Bonds an “issue price” or similar certificate as described below.

The provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of bonds or notes) will apply to the initial sale of Series 2022A Bonds of a Bidding Group (the “competitive sale requirements”) if:

- (1) the Corporation disseminates this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders have an equal opportunity to bid;
- (3) the Corporation receives bids for each Bidding Group from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the Corporation anticipates awarding each Bidding Group of the Series 2022A Bonds to the bidder who submits a firm offer to purchase the respective Bidding Group of the Series 2022A Bonds at the lowest interest cost, as set forth in this Notice of Sale.

If an initial sale of a Bidding Group of the Series 2022A Bonds satisfies the competitive sale requirements above, then it is a qualified competitive bid (a “**Qualified Competitive Bid**”), and the winning bidder of each Bidding Group will be required to provide a certificate in the form attached as Exhibit A, which requires a certification as to the reasonably expected reoffering price to the public of each maturity of the Bidding Group of the Series 2022A Bonds, among other things. If an initial sale of a Bidding Group of the Series 2022A Bonds does not satisfy the competitive sale requirements above because three bids are not received (a “**Nonqualified Competitive Bid**”), the winning bidder of such Bidding Group will be required to provide a certificate in the form attached as Exhibit B, which requires a certification as to either (i) the first price at which 10% of each maturity of the purchased bonds was sold to the public as of the sale date, or (ii) the reasonably expected initial offering price to the public and a certification that the Purchaser and any underwriters did not offer or sell any of the purchased bonds of each maturity to any person at a price that is higher than the initial offering price of such maturity for up to five business days from the sale date, as further described in the certificate. The Corporation will notify the winning bidder of each Bidding Group of the Series 2022A Bonds as promptly as possible after the bids are received whether the sale constitutes a Qualified Competitive Bid or a Nonqualified Competitive Bid. **Bidders should note that procedures for a Nonqualified Competitive Bid may require the winning bidder of a Bidding Group of the Series 2022A Bonds to neither offer nor sell any of the purchased bonds of each maturity to any person at a price that is higher than the initial offering price of such maturity for up to five business days after the sale date, as further specified in the form of such certification.**

By accepting the award of the Series 2022A Bonds in the Bidding Group, the Purchaser of such Bidding Group agrees to execute the Certificate as to Issue Price attached hereto as Exhibit A for Qualified Competitive Bids and Exhibit B for Nonqualified Competitive Bids not later than the 4:00 P.M. New York City time on the business day prior to the Closing Date. In either case, the certificate will be dated the Closing Date.

**Each Purchaser will also be required to provide to the Corporation and Co-Bond Counsel with such additional information as may be requested by Co-Bond Counsel. For this purpose, sales**

**of the Series 2022A Bonds to other underwriters or related parties will not be considered sales to the Public (as defined in the Certificate as to Issue Price).**

**FAILURE TO DEMONSTRATE COMPLIANCE WITH THIS REQUIREMENT WITH RESPECT TO A BIDDING GROUP OF THE SERIES 2022A BONDS WILL CONSTITUTE A DEFAULT BY THE RESPECTIVE PURCHASER AND IN SUCH EVENT THE CORPORATION WILL NOT DELIVER THE SERIES 2022A BONDS OF SUCH BIDDING GROUP TO SUCH PURCHASER.**

**THE CORPORATION, THE FINANCIAL ADVISOR AND CO-BOND COUNSEL WILL BE RELYING ON THE CONTENTS OF THE CERTIFICATES AS TO ISSUE PRICE AND SUPPORTING DOCUMENTS PROVIDED BY THE PURCHASERS IN DETERMINING THE ISSUE PRICE AND THE ARBITRAGE YIELD ON THE SERIES 2022A BONDS.**

### **CLOSING DOCUMENTS**

As a condition to the obligation of each Purchaser to accept delivery of and pay for the applicable Bidding Group of Series 2022A Bonds, such Purchaser will be furnished the approving legal opinions of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel to the Corporation, substantially in the forms set forth in Appendix D to the Preliminary Official Statement. Upon delivery of the Series 2022A Bonds, each Purchaser will be furnished with a record of proceedings taken in connection with the issuance of the Series 2022A Bonds.

### **TAX STATUS - OPINION OF CO-BOND COUNSEL**

In the opinion of Co-Bond Counsel to the Corporation, under existing law and assuming continuing compliance with certain tax covenants described in the Preliminary Official Statement, and the accuracy of certain representations and certifications described in the Preliminary Official Statement, (i) interest on the Series 2022A Bonds is excluded from gross income for Federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended, and (ii) interest on the Series 2022A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed under the Code. In addition, in the opinion of Co-Bond Counsel, under existing law, interest on the Series 2022A Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York). Additional information regarding the tax consequences of owning the Series 2022A Bonds is set forth in the Preliminary Official Statement.

### **DELIVERY AND PAYMENT**

The Series 2022A Bonds are expected to be available for delivery through the facilities of DTC on or about the Closing Date. It is expected that the closing of the Series 2022A Bonds will be held electronically through the offices of Nixon Peabody LLP, 55 West 46th Street, New York, New York 10036. Each Purchaser will be required to make payment to the Corporation for the Series 2022A Bonds of the applicable Bidding Group, upon delivery of such Series 2022A Bonds, by Federal Wire.

### **NEW YORK STATE URBAN DEVELOPMENT CORPORATION**

Dated: September \_\_, 2022

**Form of Issue Price Certificate**  
**for Qualified Competitive Bid**

[\$ \_\_\_\_\_]  
**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**  
**STATE PERSONAL INCOME TAX REVENUE BONDS (GENERAL PURPOSE), SERIES 2022A**  
**(TAX-EXEMPT), BIDDING GROUP \_]**

**CERTIFICATE AS TO ISSUE PRICE**

[Closing Date]

[NAME OF PURCHASER], as the winning bidder (the “**Purchaser**”), on behalf of itself and other Underwriters as defined below, in connection with the sale by the New York State Urban Development Corporation (the “**Authority**”) of its [\$ \_\_\_\_\_ aggregate principal amount of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt)] maturing March 15, \_\_\_\_ to March 15, \_\_\_\_ constituting Bidding Group \_ (the “**Bonds**”), pursuant to the Notice of Sale published on September \_\_, 2022, hereby certifies that it reasonably expected on the Sale Date to reoffer each Maturity of the Bonds to the Public at the prices and/or yields set forth in **ATTACHMENT I** hereto. The Purchaser was not given the opportunity to review other bids submitted prior to submitting its bid. The bid submitted by the Purchaser constituted a firm offer to purchase the Bonds. The Purchaser has an established industry reputation for underwriting new issuances of municipal bonds. Attached hereto as **ATTACHMENT II** is a true and correct copy of (a) the bid provided by the Purchaser to purchase the Bonds and (b) the pricing wire or equivalent communication for the Bonds.

For purposes of this certificate, the following definitions will apply:

“**Maturity**” means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities;

“**Public**” means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an Underwriter or a Related Party, as defined below, to an Underwriter;

“**Related Party**” means any entity if an Underwriter and such entity are subject, directly or indirectly, to (i) more than 50 percent common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50 percent common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50 percent common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other);

“**Sale Date**” means the first date on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date for the Bonds is October \_\_, 2022;

“**Underwriter**” means (i) the Purchaser, (ii) any person that agrees pursuant to a written contract with the Corporation (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (iii) any person that agrees pursuant to a written contract directly or indirectly with the Purchaser or a person described in clause (ii) of this definition to participate in the initial sale of the Bonds to the Public, including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public.

We understand that the representations contained herein may be relied upon by the Corporation in making certain of the representations contained in the Tax Certificate, and we further understand that each of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., as Co-Bond Counsel to the Corporation, may rely upon this certificate, among other things, in providing an opinion with respect to the exclusion from gross income of interest on the Bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “**Code**”). The undersigned is certifying only as to facts in existence on the date hereof. Nothing herein represents the undersigned’s interpretation of any laws; in particular, the regulations under the Code, or the application of any laws to these facts. The certifications contained herein are not necessarily based on personal knowledge, but may instead be based on either inquiry deemed adequate by the undersigned or institutional knowledge (or both) regarding the matters set forth herein. Although certain information furnished in this Certificate has been derived from other Underwriters who may be considered Related Parties to the Purchaser and cannot be independently verified by us, we have no reason to believe it to be untrue in any material respect.

Very truly yours,

[NAME OF PURCHASER]

By: \_\_\_\_\_

Name:

Title:

**ATTACHMENT I**

**REOFFERING PRICES AND YIELDS OF MATURITIES TO THE PUBLIC**

[List Maturities, Prices and Yields]

**BID FOR BONDS AND PRICING WIRE**

**Form of Issue Price Certificate  
for Nonqualified Competitive Bid**

[\$\_\_\_\_\_]

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
STATE PERSONAL INCOME TAX REVENUE BONDS (GENERAL PURPOSE), SERIES 2022A  
(TAX-EXEMPT), BIDDING GROUP \_]**

**CERTIFICATE AS TO ISSUE PRICE**

[NAME OF PURCHASER], as the winning bidder (the “**Purchaser**”), on behalf of itself and other Underwriters as defined below, in connection with the sale by the New York State Urban Development Corporation (the “**Authority**”) of its [\$\_\_\_\_\_ aggregate principal amount of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt)] maturing March 15, \_\_\_\_ to March 15, \_\_\_\_ constituting Bidding Group \_ (the “**Bonds**”), pursuant to the Notice of Sale published on September \_\_, 2022, hereby certifies as set forth below.

1. *Sale of the General Rule Maturities.* As of the date of this Certificate, for each Maturity of the General Rule Maturities, the first price at which 10% of such Maturity was sold by the Purchaser to the Public on the Sale Date is the respective price listed in Schedule A.

2. *Initial Offering Price of the Hold-the-Offering-Price Maturities.*

(a) The Purchaser offered the Hold-the-Offering Price Maturities to the Public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the pricing wire or equivalent communication for the Bonds is attached to this Certificate as Schedule B.

(b) As described in the Notice of Sale and bid award, the Purchaser has agreed in writing that, (i) for each Maturity of the Hold-the-Offering-Price Maturities, it would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “hold-the-offering-price rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any third-party distribution agreement shall contain the agreement of each broker-dealer who is a party to the third-party distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to the foregoing, no Underwriter, including the Purchaser, has offered or sold any Maturity of the Hold-the-Offering Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Holding Period.

3. *Defined Terms.*

(a) General Rule Maturities means those Maturities of the Bonds shown in Schedule A hereto as the “General Rule Maturities.”

(b) Hold-the-Offering-Price Maturities means those Maturities of the Bonds listed in Schedule A hereto as the “Hold-the-Offering-Price Maturities.”

(c) Holding Period means, with respect to a Hold-the-Offering-Price Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale

Date, or (ii) the date on which the Purchaser or any Underwriter, has sold at least 10% of such Hold-the-Offering-Price Maturity to the Public at prices that are no higher than the Initial Offering Price for such Hold-the-Offering-Price Maturity.

(d) Maturity means Bonds with the same credit and payment terms, including the same stated interest rate. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(e) Public means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to an Underwriter.

(f) “Related Party” means any entity if an Underwriter and such entity are subject, directly or indirectly, to (i) more than 50 percent common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50 percent common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50 percent common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other);

(g) Sale Date means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is October [\_\_\_], 2022.

(h) Underwriter means (i) any person that agrees pursuant to a written contract with the Corporation (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public).

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We understand that the representations contained herein may be relied upon by the Corporation in making certain of the representations contained in the Tax Certificate, and we further understand that each of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., as Co-Bond Counsel to the Corporation, may rely upon this Certificate, among other things, in providing an opinion with respect to the exclusion from gross income of interest on the Bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “**Code**”). The undersigned is certifying only as to facts in existence on the date hereof. Nothing herein represents the undersigned’s interpretation of any laws; in particular, the regulations under the Code, or the application of any laws to these facts. The certifications contained herein are not necessarily based on personal knowledge, but may instead be based on either inquiry deemed adequate by the undersigned or institutional knowledge (or both) regarding the matters set forth herein. Although certain information furnished in this Certificate has been derived from other Underwriters who may be considered Related Parties to the Purchaser and cannot be independently verified by us, we have no reason to believe it to be untrue in any material respect.

Very truly yours,

[NAME OF PURCHASER]

By: \_\_\_\_\_

Name:

Title:

Dated: October [\_\_], 2022

**SCHEDULE A**  
**SALE PRICES OF THE GENERAL RULE MATURITIES AND INITIAL OFFERING PRICES**  
**OF THE HOLD-THE-OFFERING-PRICE MATURITIES**  
*(Attached)*

**SCHEDULE B**  
**COPY OF PRICING WIRE OR EQUIVALENT COMMUNICATION**  
*(Attached)*

APPENDIX G-I

SERIES 2022A  
NOTICE OF SALE



**[\$[Par Amount]\***  
**New York State Urban Development Corporation**  
**State Personal Income Tax Revenue Bonds (General Purpose)**  
**Series 2022A (Tax-Exempt)**

NOTICE IS HEREBY GIVEN THAT [FIVE] SEPARATE PROPOSALS will be received in electronic form only and solely through BiDCOMP™/PARITY® (“PARITY”), in the manner described below, by the New York State Urban Development Corporation (the “Corporation”) for the purchase of five separate groups of bonds that together comprise all of the \$[Par Amount]\* State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt) (the “Series 2022A Bonds”) of the Corporation. Each such group of the Series 2022A Bonds (a “Bidding Group”) will include different non-overlapping maturities as set forth below (respectively, the “Series 2022A Bidding Group 1 Bonds”, the “Series 2022A Bidding Group 2 Bonds”, the “Series 2022A Bidding Group 3 Bonds”, the “Series 2022A Bidding Group 4 Bonds” and the “Series 2022A Bidding Group 5 Bonds”, and collectively, the “Bidding Groups”). Bids for each Bidding Group will be received on:

**[WEDNESDAY], OCTOBER \_\_, 2022**

**Until 10:30 A.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 1 Bonds**

**Until 11:00 A.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 2 Bonds**

**Until 11:30 A.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 3 Bonds**

**Until 12:00 P.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 4 Bonds**

**Until 12:30 P.M. (New York Time) -- \$ \_\_\_\_\_ \* Series 2022A Bidding Group 5 Bonds**

(In each case, subject to postponement or cancellation in accordance with this Notice of Sale)

At such times and location, the electronic bids received will be made publicly available, for the purchase of the Series 2022A Bonds. Proposals submitted after the above-stated times for each Bidding Group or proposals submitted in person or via facsimile will not be considered by the Corporation. **No other form of proposal or provider of electronic bidding services will be accepted.** For purposes of the bidding process, the time as maintained by PARITY shall constitute the official time with respect to all

\* Subject to change, as described herein.

proposals submitted. Bidders are required to submit proposals for all of the Series 2022A Bonds within a Bidding Group in accordance with the terms of this Notice of Sale.

On [Wednesday], October \_\_, 2022, the Corporation also will be receiving separate proposals for the purchase of its \$[2022B Par Amount]\* State Personal Income Tax Revenue Bonds (General Purpose), Series 2022B (Federally Taxable) (the “Series 2022B Bonds”) (*subject to postponement or cancellation in accordance with the Notice of Sale for the Series 2022B Bonds*).

**THE SALE AND DELIVERY OF EACH BIDDING GROUP OF THE SERIES 2022A BONDS IS CONTINGENT UPON THE SALE AND DELIVERY OF THE OTHER FOUR BIDDING GROUPS OF THE SERIES 2022A BONDS.**

**THE SALE AND DELIVERY OF THE SERIES 2022A BONDS IS CONTINGENT UPON THE SALE AND DELIVERY OF THE SERIES 2022B BONDS.**

The following information includes only a brief summary of certain provisions of the Series 2022A Bonds, the security therefor, the proposals for the Series 2022A Bonds and other terms relating thereto. Prior to submitting a proposal, bidders should read the Preliminary Official Statement dated September \_\_, 2022 relating to the Series 2022A Bonds (the “Preliminary Official Statement”), which includes summaries of the State Personal Income Tax Revenue Bonds (General Purpose) Financing Agreement, dated December 1, 2009 (the “Financing Agreement”), between the Corporation and the State of New York (the “State”), acting by and through the Director of the Division of the Budget of the State, relating to the Corporation’s State Personal Income Tax Revenue Bonds (General Purpose) General Bond Resolution (including the State Income Tax Revenue Bonds Standard Resolution Provisions set forth in Annex A thereto), adopted on November 16, 2009, as amended and supplemented, including as amended and supplemented on September 9, 2022 (the “General Resolution”). The Corporation is distributing copies of the Preliminary Official Statement to potential bidders electronically through MuniOS. Potential bidders may obtain an electronic copy of the Preliminary Official Statement, including this Notice of Sale (as the same may be supplemented), at the MuniOS website, [www.munios.com](http://www.munios.com). Copies of the form of the Financing Agreement and the General Resolution are available from Nixon Peabody LLP, New York, New York (Attention: Chris Reitzel, Esq., [creitzel@nixonpeabody.com](mailto:creitzel@nixonpeabody.com)) and D. Seaton and Associates, P.A., P.C., New York, New York (Attention: Douglas M. Seaton, [dseaton@dseatonaa.com](mailto:dseaton@dseatonaa.com)), co-bond counsel to the Corporation (“Co-Bond Counsel”). Capitalized terms used herein and not otherwise defined have the meanings given to them in the Financing Agreement and the General Resolution.

**If any summary of the terms of the sale of the Series 2022A Bonds posted by PARITY, as the approved provider of electronic bidding services for the Series 2022A Bonds, conflicts with this Notice of Sale in any respect, the terms of this Notice of Sale shall control, unless a notice of an amendment is given as described herein.**

#### **AUTHORIZATION AND PURPOSE**

The Corporation is a corporate governmental agency of the State of New York (the “State”) created pursuant to the provisions of the New York State Urban Development Corporation Act, constituting Chapter 174 of the Laws of New York of 1968, as amended (the “Act”). The Series 2020E Bonds will be issued pursuant to the Act, Part I of Chapter 383 of the Laws of New York of 2001 (the “Enabling Act”) and the Project Acts (as defined in the Resolution as defined below), and pursuant and subject to the provisions, terms and conditions of the General Resolution, as supplemented, including as supplemented by a resolution of the Corporation adopted on September 9, 2022, entitled “Supplemental Resolution 2022-\_\_ Authorizing

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\* Subject to change.

State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A and Series 2022B (Federally Taxable)” and by a resolution adopted on September 9, 2022 and entitled “Bond Financing Committee Resolution Concerning the Sale and Issuance of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A and Series 2022B (Federally Taxable)” (collectively with the General Resolution, the “Resolution”).

The Series 2022A Bonds are being issued to provide the Corporation with funds to (i) finance, refinance or reimburse all or a portion of the costs of certain programs and projects within the State, including but not limited to [subject to discussion][capital projects for information technology, economic development initiatives, housing capital programs, correctional facilities, transportation facilities, State police facilities, youth program facilities, State office buildings and other facilities and environmental projects,] (ii) refund certain State-supported debt previously issued by an Authorized Issuer and (iii) pay certain costs relating to the issuance of the Series 2022 Bonds,, all as more particularly described in the Preliminary Official Statement.

**SECURITY FOR THE SERIES 2022A BONDS**

The Series 2022A Bonds are special obligations of the Corporation, secured by a pledge of the payments to be made by the State Comptroller to the Trustee pursuant to the Financing Agreement. Financing agreement payments are made from amounts which are deposited, as required by the Enabling Act, to the Revenue Bond Tax Fund, as more fully described in the Preliminary Official Statement. Additional information regarding the security and sources of payment for State Personal Income Tax Revenue Bonds (General Purpose) and the sources of New York State Personal Income Tax receipts for the Revenue Bond Tax Fund is set forth in the Preliminary Official Statement.

**PRINCIPAL AMORTIZATION\***

As set forth below, the Series 2022A Bidding Group 1 Bonds include Series 2022A Bonds maturing in the years 2023 to 2031, inclusive, the Series 2022A Bidding Group 2 Bonds include Series 2022A Bonds maturing in the years 2032 to 2038, inclusive, the Series 2022A Bidding Group 3 Bonds include Series 2022A Bonds maturing in the years 2039 to 2044, inclusive, the Series 2022A Bidding Group 4 Bonds include Series 2022A Bonds maturing in the years 2045 to 2048, inclusive, and the Series 2022A Bidding Group 5 Bonds include Series 2022A Bonds maturing in the years 2049 to 2052, inclusive.

***Series 2022A Bidding Group 1 Bonds***

Principal with respect to the Series 2022A Bidding Group 1 Bonds will mature and sinking fund installments with respect to the Series 2022A Bidding Group 1 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 1 Bonds**

Year\*   Preliminary Annual Principal Amount\*   Interest Rate\*

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\*Subject to change, as described herein.

***Series 2022A Bidding Group 2 Bonds***

Principal with respect to the Series 2022A Bidding Group 2 Bonds will mature and sinking fund installments with respect to the Series 2022A Bidding Group 2 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 2 Bonds**

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Interest Rate*</u>
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***Series 2022A Bidding Group 3 Bonds***

Principal with respect to the Series 2022A Bidding Group 3 Bonds will mature and sinking fund installments with respect to Series 2022A Bidding Group 3 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 3 Bonds**

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Interest Rate*</u>
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***Series 2022A Bidding Group 4 Bonds***

Principal with respect to the Series 2022A Bidding Group 4 Bonds will mature and sinking fund installments with respect to Series 2022A Bidding Group 4 Bonds to be issued as term bonds, if any, will

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\*Subject to change, as described herein.

be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 4 Bonds**

Year\* Preliminary Annual Principal Amount\* Interest Rate\*

***Series 2022A Bidding Group 5 Bonds***

Principal with respect to the Series 2022A Bidding Group 5 Bonds will mature and sinking fund installments with respect to Series 2022A Bidding Group 5 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2022A Bidding Group 5 Bonds**

Year\* Preliminary Annual Principal Amount\* Interest Rate\*

ANY CHANGES TO THE PRINCIPAL PAYMENT SCHEDULE FOR THE SERIES 2022A BONDS TO BE USED FOR THE BIDDING PROCESS WILL BE ANNOUNCED BY MEANS OF A SUPPLEMENT TO THIS NOTICE OF SALE TO BE POSTED ON MUNIOS NOT LATER THAN 9:00 A.M. (NEW YORK CITY TIME) ON ANY ANNOUNCED DATE FOR RECEIPT OF BIDS.

**TERM BOND OPTION**

The successful bidder for each Bidding Group of the Series 2022A Bonds may designate two or more of the consecutive serial maturities set forth above for such Bidding Group as a term bond maturity equal in aggregate principal amount, and with amortization requirements corresponding, to such designated serial maturities on the Series 2022A Bonds of such Bidding Group. Any such term bond or bonds shall be subject to mandatory sinking fund redemption commencing on March 15 of the first year which has been combined to form such term bond or bonds and continuing on March 15 in each year thereafter until the stated maturity date of that term bond or bonds. The Series 2022A Bonds to be redeemed in any year by mandatory sinking fund redemption shall be redeemed at par, as described in the Preliminary Official Statement.

**CERTAIN DETAILS OF SERIES 2022A BONDS**

The Series 2022A Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, NY (“DTC”), which

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\*Subject to change, as described herein.

will act as securities depository for the Series 2022A Bonds. Purchasers (as defined below) will not receive certificates representing their ownership interest in the Series 2022A Bonds purchased. Beneficial ownership interests in the Series 2022A Bonds in the amount of \$5,000 or any integral multiple thereof may be purchased by or through DTC Participants.

The Series 2022A Bonds will be dated and bear interest from their date of delivery on or about July 28, 2022 (the “Closing Date”). Interest will be calculated on a 30/360-day basis and will be payable semi-annually, beginning September 15, 2022, and on each March 15 and September 15 thereafter until maturity or earlier redemption.

#### **OPTIONAL REDEMPTION\***

The Series 2022A Bonds maturing on or before March 15, 2032 are not subject to optional redemption prior to maturity. The Series 2022A Bonds maturing on and after March 15, 2033 are subject to optional redemption prior to maturity on and after September 15, 2032 in any order at the option of the Corporation, as a whole or in part, at any time, at par, plus accrued interest to the redemption date.

#### **RIGHT TO AMEND**

The Corporation reserves the right to amend this Notice of Sale, including, but not limited to, the right to change the date and/or time of the bond sale of each Bidding Group or the preliminary aggregate principal amount of the Series 2022A Bonds and of each Bidding Group, and the preliminary annual principal amounts in each Bidding Group (the “Preliminary Aggregate Principal Amount” and the “Preliminary Annual Principal Amounts,” respectively; and collectively, the “Preliminary Amounts”) being offered. ANY CHANGE TO THE BID DATE AND/OR TIME AND ANY REVISIONS TO THE PRELIMINARY AMOUNTS FOR THE SERIES 2022A BONDS OR ANY BIDDING GROUP (THE “REVISED AGGREGATE PRINCIPAL AMOUNT” AND THE “REVISED ANNUAL PRINCIPAL AMOUNTS,” RESPECTIVELY; AND COLLECTIVELY, THE “REVISED AMOUNTS”), AS WELL AS ANY OTHER CHANGE, WILL BE ANNOUNCED BY MEANS OF A SUPPLEMENT TO THIS NOTICE OF SALE TO BE POSTED ON MUNIOS NOT LATER THAN 9:00 A.M. (NEW YORK CITY TIME) ON THE LAST ANNOUNCED DATE FOR RECEIPT OF BIDS. In the event that no revisions are made to the Preliminary Amounts, the Preliminary Amounts for each Bidding Group shall constitute the Revised Amounts for each Bidding Group.

After selecting the winning bid for each Bidding Group, the Corporation will determine the final aggregate principal amount of the Series 2022A Bonds for each Bidding Group (the “Final Aggregate Principal Amount”) and each final annual principal amount (the “Final Annual Principal Amounts,” together with the Final Aggregate Principal Amount, the “Final Amounts”). In determining the Final Amounts, the Corporation reserves the right to reduce or increase the Revised Aggregate Principal Amount of Series 2022A Bonds of each Bidding Group by up to 10% of such amount.

THE SUCCESSFUL BIDDER FOR EACH BIDDING GROUP MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES BID OR THE INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE REVISED AMOUNTS WITHIN THE LIMITS STATED ABOVE. The dollar amount bid by the successful bidder for each Bidding Group will be adjusted to reflect any adjustments in the aggregate principal amount or any annual principal amount of each Bidding Group of the Series 2022A Bonds. Such adjusted bid price for each Bidding Group will reflect changes in the dollar amount of the underwriter’s discount and original issue discount/premium, if any, but will not change the selling compensation per \$1,000 of par amount of Series 2022A Bonds from the selling compensation

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\*Subject to change, as described herein.

that would have been received based on the purchase price of the winning bid of each Bidding Group and the Initial Reoffering Prices (as defined below). The interest rate specified by the successful bidder for each Bidding Group using the price at which it will re-offer the Series 2022A Bonds of each maturity of such Bidding Group to the public (the “Initial Reoffering Prices”) will not change. The Final Amounts and the adjusted purchase price for the Series 2022A Bidding Group 1 Bonds, the Series 2022A Bidding Group 2 Bonds, the Series 2022A Bidding Group 3 Bonds, the Series 2022A Bidding Group 4 Bonds and the Series 2022A Bidding Group 5 Bonds will be communicated to the respective successful bidders as soon as possible, but no later than 9:00 a.m. (New York City Time) on the day immediately following the day of the sale.

### **DISADVANTAGED BUSINESS ENTERPRISES**

It is the policy of the Corporation that appropriate consideration be given to firms which are minority business enterprises (“MBE”), service disabled veteran owned business enterprises (“SDVOBE”) and women’s business enterprises (“WBE”). The Corporation requests and strongly urges bidders to include such firms in their management group or syndicate and to allocate bonds accordingly. The Corporation may request a report of the winning bidder showing the portion of the issue that was allocated to MBE, SDVOBE and/or WBE firms.

### **PROPOSALS**

Each bid for a particular Bidding Group must be a firm offer for all, and not less than all, of the applicable principal amount of such Bidding Group. Each interest rate specified for any bid must meet the requirements set forth for the applicable Bidding Group under the heading “PRINCIPAL AMORTIZATION” above. In addition, all Series 2022A Bonds maturing on any one date shall bear the same rate of interest and all interest rates must be in multiples of 1/8 or 1/20 of one percent (1%). The aggregate amount to be paid by the bidder for each of the Bidding Groups may not be less than 100% of the Revised Aggregate Principal Amount of such Bidding Group.

### **RIGHT OF REJECTION**

The Corporation reserves the right in its discretion to reject any or all proposals and to waive any irregularity or informality in any proposal. The Corporation shall not be responsible for costs incurred by any of the bidders as a result of participation in the bidding process.

### **AWARD**

The award of each Bidding Group of the Series 2022A Bonds, if any, will be made to the bidder complying with the terms of sale and offering to purchase such Bidding Group of the Series 2022A Bonds at the lowest true interest cost to the Corporation, calculated by the Corporation or its agent, based on the Revised Amounts, described above. True interest cost shall be determined for each bid by doubling the semi-annual interest rate, compounded semi-annually, necessary to discount the debt service payments (interest, or principal and interest, as due, including any mandatory redemptions) from the payment dates to the dated date, which is the delivery date, expected to be the Closing Date, and to the price bid. If more than one bid in a Bidding Group offers the same lowest true interest cost, the successful bid will be the bid that was submitted earlier, as determined by reference to the time stamp displayed on PARITY. Each bidder for a Bidding Group shall include in its bid for that Bidding Group a statement of the true interest cost offered in its bid, but this statement shall not be deemed to be a part of the bid.

## **ELECTRONIC BIDDING**

Each bid must be submitted electronically via PARITY. No other form of proposal or provider of electronic bidding services will be accepted. Each prospective bidder shall be solely responsible to register to bid via PARITY. Information about the BiDCOMP/PARITY Competitive Bidding System, including registration requirements and fees charged, may be obtained from Ipreo/PARITY, 1359 Broadway, 2nd Floor, New York, NY 10018, Telephone (212) 849-5021.

**By submitting a bid for a Bidding Group of the Series 2022A Bonds, a bidder represents and warrants to the Corporation that it has an established industry reputation for underwriting new issuances of municipal bonds.**

Bids must be submitted for the purchase of a Bidding Group of Series 2022A Bonds by means of the Corporation's Bid Form (the "Bid Form") via PARITY electronically on [Wednesday], October \_\_, 2022 by (i) 10:30 A.M., New York Time, for Series 2022A Bidding Group 1 Bonds, (ii) 11:00 A.M., New York Time, for Series 2022A Bidding Group 2 Bonds, (iii) 11:30 A.M., New York Time, for Series 2022A Bidding Group 3 Bonds, (iv) 12:00 P.M., New York Time, for Series 2022A Bidding Group 4 Bonds, and (v) 12:30 P.M., New York Time, for Series 2022A Bidding Group 5 Bonds, unless postponed as described herein (see "RIGHT TO AMEND"). Once bids are communicated electronically via PARITY to the Corporation and the respective sale time has passed, each bid will constitute an irrevocable offer to purchase the applicable Bidding Group of Series 2022A Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on PARITY shall constitute the official time. For information purposes only, bidders are requested to state in their bids the true interest cost to the Corporation represented by the rate or rates of interest and the bid price specified in their respective bids. No bid will be received after the respective time for receiving such bids specified above.

**IF ANY PROVISIONS OF THIS NOTICE OF SALE CONFLICT WITH INFORMATION PROVIDED BY PARITY AS THE APPROVED PROVIDER OF ELECTRONIC BIDDING SERVICES, THIS NOTICE OF SALE SHALL CONTROL.**

Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. The Corporation has no duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and shall not be responsible for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The Corporation is using PARITY as a communication mechanism, and not as the Corporation's agent, to conduct the electronic bidding for the Series 2022A Bonds. The Corporation is not bound by any advice and determination of PARITY to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the specifications under "PROPOSALS" set forth above. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via PARITY are the sole responsibility of the bidders; and the Corporation is not responsible, directly or indirectly, for any of such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying or withdrawing a bid for the Series 2022A Bonds, it should telephone PARITY and also notify Raymond Orlando, Chief Financial Officer of the Corporation by email at [Raymond.Orlando@esd.ny.gov](mailto:Raymond.Orlando@esd.ny.gov).

**WARNING REGARDING ELECTRONIC BIDS: THE CORPORATION WILL ACCEPT BIDS IN ELECTRONIC FORM SOLELY THROUGH PARITY ON THE OFFICIAL BID FORM CREATED FOR SUCH PURPOSE. EACH BIDDER SUBMITTING AN ELECTRONIC BID UNDERSTANDS AND AGREES BY DOING SO THAT IT IS SOLELY RESPONSIBLE FOR ALL ARRANGEMENTS WITH PARITY AND THAT PARITY IS NOT ACTING AS AN AGENT OF THE**

CORPORATION. INSTRUCTIONS AND FORMS FOR SUBMITTING ELECTRONIC BIDS MUST BE OBTAINED FROM PARITY, AND THE CORPORATION ASSUMES NO RESPONSIBILITY FOR ENSURING OR VERIFYING BIDDER COMPLIANCE WITH THE PROCEDURES OF PARITY. THE CORPORATION SHALL ASSUME THAT ANY BID RECEIVED THROUGH PARITY HAS BEEN MADE BY A DULY AUTHORIZED AGENT OF THE BIDDER.

THE CORPORATION, CO-BOND COUNSEL AND PUBLIC RESOURCES ADVISORY GROUP AS FINANCIAL ADVISOR TO THE STATE DIVISION OF BUDGET (THE “FINANCIAL ADVISOR”), ASSUME NO RESPONSIBILITY FOR ANY ERROR CONTAINED IN ANY BID SUBMITTED ELECTRONICALLY, OR FOR FAILURE OF ANY BID TO BE TRANSMITTED, RECEIVED OR OPENED AT THE OFFICIAL TIME FOR RECEIPT OF BIDS OF A BIDDING GROUP. EACH BIDDER EXPRESSLY ASSUMES THE RISK OF ANY INCOMPLETE, ILLEGIBLE, UNTIMELY OR NONCONFORMING BID SUBMITTED BY ELECTRONIC TRANSMISSION BY SUCH BIDDER, INCLUDING WITHOUT LIMITATION, BY REASON OF GARBLED TRANSMISSIONS, MECHANICAL FAILURE, ENGAGED TELECOMMUNICATIONS LINES, OR ANY OTHER CAUSE ARISING FROM SUBMISSION BY ELECTRONIC TRANSMISSION.

### **GOOD FAITH DEPOSITS**

Good faith deposits for the Series 2022A Bonds will not be required.

### **OFFICIAL STATEMENT**

The Preliminary Official Statement has been deemed final by the State and the Corporation as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission (“Rule 15c2-12”), except for certain permitted omissions described in paragraph (b)(1) of Rule 15c2-12, but is subject to change without notice and to completion or amendment or supplementation in the final Official Statement.

The Corporation is distributing copies of the Preliminary Official Statement to potential bidders electronically through MuniOS. Potential bidders may obtain an electronic copy of the Preliminary Official Statement by logging onto the website for MuniOS at [www.munios.com](http://www.munios.com).

After the sale of the Series 2022A Bonds, the Corporation will provide the successful bidder for each Bidding Group (each a “Purchaser”) with a reasonable number of copies of the final Official Statement within seven (7) business days of the award of the Series 2022A Bonds. Each Purchaser may order additional copies at its own expense and is responsible for distributing the final Official Statement to its syndicate members. The Purchasers will be required to deliver a copy of the final Official Statement to the Municipal Securities Rulemaking Board by the Closing Date (as defined below).

### **CONTINUING DISCLOSURE**

In order to assist bidders in complying with Rule 15c2-12(b)(5), the State has undertaken, pursuant to the amended and restated New York State Personal Income Tax Revenue Bonds (General Purpose) Master Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”), to provide annual reports and notices of certain events. A description of the Continuing Disclosure Agreement is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement. A copy of the executed Continuing Disclosure Agreement is attached to the Preliminary Official Statement as Appendix E.

## CUSIP IDENTIFICATION NUMBERS

It is anticipated that CUSIP identification numbers will be printed on the Series 2022A Bonds, but neither the failure to print such number on any Series 2022A Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the Purchaser thereof to accept delivery of and pay for the Series 2022A Bonds. The Financial Advisor will timely apply for CUSIP numbers with respect to the Series 2022A Bonds as required by MSRB Rule G-34. Each Purchaser shall be responsible for the cost of assignment of such CUSIP numbers.

## UNDERTAKINGS OF THE SUCCESSFUL BIDDERS

Each Purchaser shall make a bona fide public offering of all the Series 2022A Bonds in such Bidding Group and shall represent to the Corporation that such reoffering is in compliance with all applicable securities laws of the jurisdictions in which such Series 2022A Bonds are offered. The Corporation has not taken any action relating to the requirements of the securities or “Blue Sky” laws of any jurisdiction with respect to the offer and sale of the Series 2022A Bonds.

**Within thirty (30) minutes after being notified of the award of a Bidding Group of the Series 2022A Bonds, the applicable Purchaser shall advise the Corporation in writing (via email, to Raymond Orlando, Chief Financial Officer, at [Raymond.Orlando@esd.ny.gov](mailto:Raymond.Orlando@esd.ny.gov)) of the Initial Reoffering Prices of the Series 2022A Bonds of such Bidding Group.** Each Purchaser must, by facsimile transmission or delivery received by the Corporation within two (2) hours after notification of the Final Annual Principal Amounts for the applicable Bidding Group, furnish the following information to the Corporation to complete the Official Statement in final form and to adjust the amortization requirements:

- A. Selling compensation (aggregate total anticipated compensation to such Purchaser expressed in dollars, based on the expectation that all Series 2022A Bonds in the applicable Bidding Group awarded to it are sold at the prices or yields at which the Purchaser advised the Corporation that such Series 2022A Bonds were initially offered to the public).
- B. Details of any bond insurance.
- C. Any desired combination of annual principal installments of Series 2022A Bidding Group 1 Bonds, Series 2022A Bidding Group 2 Bonds, Series 2022A Bidding Group 3 Bonds, Series 2022A Bidding Group 4 Bonds, or Series 2022A Bidding Group 5 Bonds bearing the same interest rate into term bonds with mandatory sinking fund redemption requirements.
- D. Any additional pricing or other information that the Corporation determines is necessary to complete the Official Statement.
- E. Confirmation from such Purchaser that it will execute and deliver the applicable issue price certificate on or prior to the Closing Date and will comply in all respects with the provisions of such certificate.

After the awards of the Series 2022A Bonds, the Corporation will prepare copies of the final Official Statement and will include therein such additional information concerning the reoffering of the Series 2022A Bonds as the successful bidders may reasonably request; *provided, however*, that the Corporation will not include in the final Official Statement a “NRO” (“not reoffered”) designation with respect to any maturity of the Series 2022A Bonds. Each Purchaser will be responsible to the Corporation in all respects for the accuracy and completeness of information provided by such Purchaser with respect to such reoffering.

## REOFFERING AND SALE OF BONDS TO PUBLIC

The winning bidder of each Bidding Group of the Series 2022A Bonds shall execute and deliver to the Corporation on or prior to the delivery date of the Series 2022A Bonds an “issue price” or similar certificate as described below.

The provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of bonds or notes) will apply to the initial sale of Series 2022A Bonds of a Bidding Group (the “competitive sale requirements”) if:

- (1) the Corporation disseminates this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders have an equal opportunity to bid;
- (3) the Corporation receives bids for each Bidding Group from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the Corporation anticipates awarding each Bidding Group of the Series 2022A Bonds to the bidder who submits a firm offer to purchase the respective Bidding Group of the Series 2022A Bonds at the lowest interest cost, as set forth in this Notice of Sale.

If an initial sale of a Bidding Group of the Series 2022A Bonds satisfies the competitive sale requirements above, then it is a qualified competitive bid (a “**Qualified Competitive Bid**”), and the winning bidder of each Bidding Group will be required to provide a certificate in the form attached as Exhibit A, which requires a certification as to the reasonably expected reoffering price to the public of each maturity of the Bidding Group of the Series 2022A Bonds, among other things. If an initial sale of a Bidding Group of the Series 2022A Bonds does not satisfy the competitive sale requirements above because three bids are not received (a “**Nonqualified Competitive Bid**”), the winning bidder of such Bidding Group will be required to provide a certificate in the form attached as Exhibit B, which requires a certification as to either (i) the first price at which 10% of each maturity of the purchased bonds was sold to the public as of the sale date, or (ii) the reasonably expected initial offering price to the public and a certification that the Purchaser and any underwriters did not offer or sell any of the purchased bonds of each maturity to any person at a price that is higher than the initial offering price of such maturity for up to five business days from the sale date, as further described in the certificate. The Corporation will notify the winning bidder of each Bidding Group of the Series 2022A Bonds as promptly as possible after the bids are received whether the sale constitutes a Qualified Competitive Bid or a Nonqualified Competitive Bid. **Bidders should note that procedures for a Nonqualified Competitive Bid may require the winning bidder of a Bidding Group of the Series 2022A Bonds to neither offer nor sell any of the purchased bonds of each maturity to any person at a price that is higher than the initial offering price of such maturity for up to five business days after the sale date, as further specified in the form of such certification.**

By accepting the award of the Series 2022A Bonds in the Bidding Group, the Purchaser of such Bidding Group agrees to execute the Certificate as to Issue Price attached hereto as Exhibit A for Qualified Competitive Bids and Exhibit B for Nonqualified Competitive Bids not later than the 4:00 P.M. New York City time on the business day prior to the Closing Date. In either case, the certificate will be dated the Closing Date.

**Each Purchaser will also be required to provide to the Corporation and Co-Bond Counsel with such additional information as may be requested by Co-Bond Counsel. For this purpose, sales**

**of the Series 2022A Bonds to other underwriters or related parties will not be considered sales to the Public (as defined in the Certificate as to Issue Price).**

**FAILURE TO DEMONSTRATE COMPLIANCE WITH THIS REQUIREMENT WITH RESPECT TO A BIDDING GROUP OF THE SERIES 2022A BONDS WILL CONSTITUTE A DEFAULT BY THE RESPECTIVE PURCHASER AND IN SUCH EVENT THE CORPORATION WILL NOT DELIVER THE SERIES 2022A BONDS OF SUCH BIDDING GROUP TO SUCH PURCHASER.**

**THE CORPORATION, THE FINANCIAL ADVISOR AND CO-BOND COUNSEL WILL BE RELYING ON THE CONTENTS OF THE CERTIFICATES AS TO ISSUE PRICE AND SUPPORTING DOCUMENTS PROVIDED BY THE PURCHASERS IN DETERMINING THE ISSUE PRICE AND THE ARBITRAGE YIELD ON THE SERIES 2022A BONDS.**

### **CLOSING DOCUMENTS**

As a condition to the obligation of each Purchaser to accept delivery of and pay for the applicable Bidding Group of Series 2022A Bonds, such Purchaser will be furnished the approving legal opinions of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel to the Corporation, substantially in the forms set forth in Appendix D to the Preliminary Official Statement. Upon delivery of the Series 2022A Bonds, each Purchaser will be furnished with a record of proceedings taken in connection with the issuance of the Series 2022A Bonds.

### **TAX STATUS - OPINION OF CO-BOND COUNSEL**

In the opinion of Co-Bond Counsel to the Corporation, under existing law and assuming continuing compliance with certain tax covenants described in the Preliminary Official Statement, and the accuracy of certain representations and certifications described in the Preliminary Official Statement, (i) interest on the Series 2022A Bonds is excluded from gross income for Federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended, and (ii) interest on the Series 2022A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed under the Code. In addition, in the opinion of Co-Bond Counsel, under existing law, interest on the Series 2022A Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York). Additional information regarding the tax consequences of owning the Series 2022A Bonds is set forth in the Preliminary Official Statement.

### **DELIVERY AND PAYMENT**

The Series 2022A Bonds are expected to be available for delivery through the facilities of DTC on or about the Closing Date. It is expected that the closing of the Series 2022A Bonds will be held electronically through the offices of Nixon Peabody LLP, 55 West 46th Street, New York, New York 10036. Each Purchaser will be required to make payment to the Corporation for the Series 2022A Bonds of the applicable Bidding Group, upon delivery of such Series 2022A Bonds, by Federal Wire.

### **NEW YORK STATE URBAN DEVELOPMENT CORPORATION**

Dated: September \_\_, 2022

**Form of Issue Price Certificate**  
**for Qualified Competitive Bid**

[\$ \_\_\_\_\_]  
**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**  
**STATE PERSONAL INCOME TAX REVENUE BONDS (GENERAL PURPOSE), SERIES 2022A**  
**(TAX-EXEMPT), BIDDING GROUP \_]**

**CERTIFICATE AS TO ISSUE PRICE**

[Closing Date]

[NAME OF PURCHASER], as the winning bidder (the “**Purchaser**”), on behalf of itself and other Underwriters as defined below, in connection with the sale by the New York State Urban Development Corporation (the “**Authority**”) of its [\$ \_\_\_\_\_ aggregate principal amount of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt)] maturing March 15, \_\_\_\_ to March 15, \_\_\_\_ constituting Bidding Group \_ (the “**Bonds**”), pursuant to the Notice of Sale published on September \_\_, 2022, hereby certifies that it reasonably expected on the Sale Date to reoffer each Maturity of the Bonds to the Public at the prices and/or yields set forth in **ATTACHMENT I** hereto. The Purchaser was not given the opportunity to review other bids submitted prior to submitting its bid. The bid submitted by the Purchaser constituted a firm offer to purchase the Bonds. The Purchaser has an established industry reputation for underwriting new issuances of municipal bonds. Attached hereto as **ATTACHMENT II** is a true and correct copy of (a) the bid provided by the Purchaser to purchase the Bonds and (b) the pricing wire or equivalent communication for the Bonds.

For purposes of this certificate, the following definitions will apply:

“**Maturity**” means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities;

“**Public**” means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an Underwriter or a Related Party, as defined below, to an Underwriter;

“**Related Party**” means any entity if an Underwriter and such entity are subject, directly or indirectly, to (i) more than 50 percent common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50 percent common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50 percent common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other);

“**Sale Date**” means the first date on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date for the Bonds is October \_\_, 2022;

“**Underwriter**” means (i) the Purchaser, (ii) any person that agrees pursuant to a written contract with the Corporation (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (iii) any person that agrees pursuant to a written contract directly or indirectly with the Purchaser or a person described in clause (ii) of this definition to participate in the initial sale of the Bonds to the Public, including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public.

We understand that the representations contained herein may be relied upon by the Corporation in making certain of the representations contained in the Tax Certificate, and we further understand that each of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., as Co-Bond Counsel to the Corporation, may rely upon this certificate, among other things, in providing an opinion with respect to the exclusion from gross income of interest on the Bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “**Code**”). The undersigned is certifying only as to facts in existence on the date hereof. Nothing herein represents the undersigned’s interpretation of any laws; in particular, the regulations under the Code, or the application of any laws to these facts. The certifications contained herein are not necessarily based on personal knowledge, but may instead be based on either inquiry deemed adequate by the undersigned or institutional knowledge (or both) regarding the matters set forth herein. Although certain information furnished in this Certificate has been derived from other Underwriters who may be considered Related Parties to the Purchaser and cannot be independently verified by us, we have no reason to believe it to be untrue in any material respect.

Very truly yours,

[NAME OF PURCHASER]

By: \_\_\_\_\_

Name:

Title:

**ATTACHMENT I**

**REOFFERING PRICES AND YIELDS OF MATURITIES TO THE PUBLIC**

[List Maturities, Prices and Yields]

**BID FOR BONDS AND PRICING WIRE**

**Form of Issue Price Certificate  
for Nonqualified Competitive Bid**

[\$\_\_\_\_\_]

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
STATE PERSONAL INCOME TAX REVENUE BONDS (GENERAL PURPOSE), SERIES 2022A  
(TAX-EXEMPT), BIDDING GROUP \_]**

**CERTIFICATE AS TO ISSUE PRICE**

[NAME OF PURCHASER], as the winning bidder (the “**Purchaser**”), on behalf of itself and other Underwriters as defined below, in connection with the sale by the New York State Urban Development Corporation (the “**Authority**”) of its [\$\_\_\_\_\_ aggregate principal amount of State Personal Income Tax Revenue Bonds (General Purpose), Series 2022A (Tax-Exempt)] maturing March 15, \_\_\_\_ to March 15, \_\_\_\_ constituting Bidding Group \_ (the “**Bonds**”), pursuant to the Notice of Sale published on September \_\_, 2022, hereby certifies as set forth below.

1. *Sale of the General Rule Maturities.* As of the date of this Certificate, for each Maturity of the General Rule Maturities, the first price at which 10% of such Maturity was sold by the Purchaser to the Public on the Sale Date is the respective price listed in Schedule A.

2. *Initial Offering Price of the Hold-the-Offering-Price Maturities.*

(a) The Purchaser offered the Hold-the-Offering Price Maturities to the Public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the pricing wire or equivalent communication for the Bonds is attached to this Certificate as Schedule B.

(b) As described in the Notice of Sale and bid award, the Purchaser has agreed in writing that, (i) for each Maturity of the Hold-the-Offering-Price Maturities, it would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “hold-the-offering-price rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any third-party distribution agreement shall contain the agreement of each broker-dealer who is a party to the third-party distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to the foregoing, no Underwriter, including the Purchaser, has offered or sold any Maturity of the Hold-the-Offering Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Holding Period.

3. *Defined Terms.*

(a) General Rule Maturities means those Maturities of the Bonds shown in Schedule A hereto as the “General Rule Maturities.”

(b) Hold-the-Offering-Price Maturities means those Maturities of the Bonds listed in Schedule A hereto as the “Hold-the-Offering-Price Maturities.”

(c) Holding Period means, with respect to a Hold-the-Offering-Price Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale

Date, or (ii) the date on which the Purchaser or any Underwriter, has sold at least 10% of such Hold-the-Offering-Price Maturity to the Public at prices that are no higher than the Initial Offering Price for such Hold-the-Offering-Price Maturity.

(d) Maturity means Bonds with the same credit and payment terms, including the same stated interest rate. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(e) Public means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to an Underwriter.

(f) “Related Party” means any entity if an Underwriter and such entity are subject, directly or indirectly, to (i) more than 50 percent common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50 percent common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50 percent common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other);

(g) Sale Date means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is October [\_\_\_], 2022.

(h) Underwriter means (i) any person that agrees pursuant to a written contract with the Corporation (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the Public).

[BALANCE OF PAGE LEFT BLANK]

We understand that the representations contained herein may be relied upon by the Corporation in making certain of the representations contained in the Tax Certificate, and we further understand that each of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., as Co-Bond Counsel to the Corporation, may rely upon this Certificate, among other things, in providing an opinion with respect to the exclusion from gross income of interest on the Bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”). The undersigned is certifying only as to facts in existence on the date hereof. Nothing herein represents the undersigned’s interpretation of any laws; in particular, the regulations under the Code, or the application of any laws to these facts. The certifications contained herein are not necessarily based on personal knowledge, but may instead be based on either inquiry deemed adequate by the undersigned or institutional knowledge (or both) regarding the matters set forth herein. Although certain information furnished in this Certificate has been derived from other Underwriters who may be considered Related Parties to the Purchaser and cannot be independently verified by us, we have no reason to believe it to be untrue in any material respect.

Very truly yours,

[NAME OF PURCHASER]

By: \_\_\_\_\_

Name:

Title:

Dated: October [\_\_], 2022

**SCHEDULE A**  
**SALE PRICES OF THE GENERAL RULE MATURITIES AND INITIAL OFFERING PRICES**  
**OF THE HOLD-THE-OFFERING-PRICE MATURITIES**  
*(Attached)*

**SCHEDULE B**  
**COPY OF PRICING WIRE OR EQUIVALENT COMMUNICATION**  
*(Attached)*

This Preliminary Official Statement and the information contained herein are subject to change, completion or amendment without notice. The Corporation will make available its final Official Statement with respect to the Series 2021 Bonds. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2021 Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

# FORM

PRELIMINARY OFFICIAL STATEMENT DATED OCTOBER 6, 2021

## NEW ISSUE



Empire State  
Development

<b>\$2,400,305,000*</b>	
<b>New York State Urban Development Corporation</b>	
<b>State Sales Tax Revenue Bonds</b>	
<b>Series 2021</b>	
<b>\$1,751,820,000*</b>	<b>\$648,485,000*</b>
<b>Series 2021A</b>	<b>Series 2021B</b>
<b>(Tax-Exempt)</b>	<b>(Federally Taxable)</b>
<b>Dated: Date of Delivery</b>	<b>Due: As shown on the inside cover pages</b>

The New York State Urban Development Corporation State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) (the "Series 2021A Bonds"), the New York State Urban Development Corporation State Sales Tax Revenue Bonds, Series 2021B (Federally Taxable) (the "Series 2021B Bonds" and collectively with the Series 2021A Bonds, the "Series 2021 Bonds") are special obligations of the New York State Urban Development Corporation (the "Corporation"), doing business as Empire State Development. The Series 2021 Bonds are secured solely by a pledge of certain payments (the "Financing Agreement Payments") to be made to the Trustee on behalf of the Corporation by the State of New York (the "State") under a financing agreement (the "Financing Agreement") between the Corporation and the State, acting by and through the Director of the Division of the Budget (the "Director of the Budget"). Financing Agreement Payments are payable from amounts legally required to be deposited into the Sales Tax Revenue Bond Tax Fund (as defined herein) to provide for the payment of the Series 2021 Bonds and all other State Sales Tax Revenue Bonds (as defined herein). The Sales Tax Revenue Bond Tax Fund receives a statutory allocation from the revenues collected from the State's sales and compensating use taxes including interest and penalties (the "New York State Sales Tax") imposed on a statewide basis pursuant to Sections 1105 and 1110 of the New York State Tax Law (the "State Tax Law"), less such amounts as may be necessary for refunds ("New York State Sales Tax Receipts") in an amount equal to a two percent rate of taxation (the "Sales Tax Revenue Bond Tax Fund Receipts") as more fully described herein.

The Corporation is one of three Authorized Issuers (as defined herein) that can issue State Sales Tax Revenue Bonds on behalf of the State. All financing agreements entered into by the State to secure State Sales Tax Revenue Bonds shall be executory only to the extent of the revenues available in the Sales Tax Revenue Bond Tax Fund. The obligation of the State to make financing agreement payments is subject to the State Legislature (as defined herein) making annual appropriations for such purpose and such obligation does not constitute or create a debt of the State, nor a contractual obligation in excess of the amounts appropriated therefor, and the State has no continuing legal or moral obligation to appropriate money for payments due under any financing agreement. Nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the New York State Sales Tax.

**The Series 2021 Bonds shall not be a debt of the State and the State shall not be liable thereon, nor shall the Series 2021 Bonds be payable out of any funds other than those of the Corporation pledged therefor. Neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal of, premium, if any, or interest on the Series 2021 Bonds. The Corporation has no taxing power.**

**Description:** The Series 2021 Bonds will be issued as fixed rate obligations, fully registered, in denominations of \$5,000 or any integral multiple thereof. The Series 2021 Bonds will bear interest at the rates and mature at the times shown on the inside cover pages hereof. Interest on the Series 2021 Bonds is payable on each March 15 and September 15, commencing March 15, 2022.

The Series 2021 Bonds will be initially issued under a book-entry only system and will be registered in the name of Cede & Co., as Bondholder and nominee of The Depository Trust Company ("DTC"), New York, New York. See "PART 8 — BOOK-ENTRY ONLY SYSTEM" herein. So long as Cede & Co., as nominee for DTC, is the registered owner of the Series 2021 Bonds, payments of principal or redemption price of and interest on the Series 2021 Bonds will be made by The Bank of New York Mellon, as Trustee and Paying Agent, to Cede & Co.

**Redemption:** The Series 2021 Bonds are subject to redemption prior to maturity as more fully described herein.

**Tax Exemption:** In the opinions of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, under existing law and assuming compliance with the tax covenants described herein, and the accuracy of certain representations and certifications made by the Corporation and the Departments described herein, interest on the Series 2021A Bonds is excluded from gross income for Federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, are also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code. Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, are further of the opinion that interest on the Series 2021 Bonds is exempt from personal income taxation imposed by the State of New York or any political subdivision thereof including The City of New York. Interest on the Series 2021B Bonds is not excluded from gross income for Federal income tax purposes under the Code. See "TAX MATTERS" herein regarding certain other tax considerations.

*The Series 2021 Bonds are offered when, as and if issued and delivered to the purchasers, and are subject to approval of legality by Nixon Peabody LLP, New York, New York and D. Seaton and Associates, P.A., P.C., New York, New York (collectively, "Co-Bond Counsel"), and to certain other conditions. The Corporation expects to deliver the Series 2021 Bonds in definitive form in New York, New York, on or about October 21, 2021.*

**The Series 2021 Bonds will be awarded pursuant to electronic competitive bidding to be held via the BiDCOMP/PARITY Competitive Bidding System on behalf of the Corporation on October 14, 2021, unless postponed or cancelled, as set forth in the respective Notices of Sale contained in APPENDIX G**

October \_\_, 2021

\* Preliminary, subject to change.

**\$2,400,305,000\***

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
STATE SALES TAX REVENUE BONDS**

**Maturity Schedule**

**\$1,751,820,000\***  
**SERIES 2021A (TAX-EXEMPT)**

**Base CUSIP<sup>(1)</sup>: 64985T**

**Interest Payment Dates: Each March 15<sup>th</sup> and September 15<sup>th</sup> (commencing March 15, 2022)**

**\$1,751,820,000 Series 2021A Serial Bonds**

<b><u>Due</u></b>		<b><u>Interest</u></b>		<b><u>Yield</u></b>	<b><u>CUSIP<sup>(1)</sup></u></b>
<b><u>March 15*</u></b>	<b><u>Amount*</u></b>	<b><u>Rate</u></b>			<b><u>Suffix</u></b>
2023	\$64,840,000		%		%
2024	64,920,000				
2025	29,835,000				
2026	30,735,000				
2027	32,165,000				
2028	31,555,000				
2029	30,715,000				
2030	28,390,000				
2031	25,070,000				
2032	26,240,000				
2033	19,495,000				
2034	1,760,000				
2035	1,845,000				
2036	42,455,000				
2037	66,970,000				
2038	69,645,000				
2039	72,425,000				
2040	75,325,000				
2041	78,340,000				
2042	80,685,000				
2043	83,105,000				
2044	86,425,000				
2045	89,890,000				
2046	93,480,000				
2047	97,230,000				
2048	101,110,000				
2049	105,155,000				
2050	109,370,000				
2051	112,645,000				

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\* Preliminary, subject to change.

<sup>1</sup> CUSIP® is a registered trademark of the American Bankers Association (“ABA”). CUSIP data herein are provided by CUSIP Global Services, which is managed on behalf of the ABA by S&P Global Market Intelligence, a division of S&P Global Inc. CUSIP numbers have been assigned by an independent company not affiliated with the Corporation and are included solely for the convenience of the holders of the Series 2021A Bonds. Neither the Corporation nor the initial purchasers are responsible for the selection or uses of the CUSIP numbers and no representation is made as to their correctness on the Series 2021A Bonds or as indicated above. CUSIP numbers are subject to being changed after the issuance of the Series 2021A Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such Series 2021A Bonds 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 the Series 2021A Bonds.

**\$648,485,000\***

**SERIES 2021B (FEDERALLY TAXABLE)**

**Base CUSIP<sup>(1)</sup>: 64985T**

**Interest Payment Dates: Each March 15<sup>th</sup> and September 15<sup>th</sup> (commencing March 15, 2022)**

**\$648,485,000 Series 2021B Serial Bonds**

<u>Due March 15*</u>	<u>Amount*</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP<sup>(1)</sup> Suffix</u>
2023	\$2,090,000	%	%	
2024	2,265,000			
2025	52,765,000			
2026	53,420,000			
2027	54,125,000			
2028	54,670,000			
2029	55,440,000			
2030	56,520,000			
2031	57,645,000			
2032	58,860,000			
2033	58,850,000			
2034	59,285,000			
2035	60,750,000			
2036	21,800,000			

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\* Preliminary, subject to change.

<sup>1</sup> CUSIP® is a registered trademark of the American Bankers Association (“ABA”). CUSIP data herein are provided by CUSIP Global Services, which is managed on behalf of the ABA by S&P Global Market Intelligence, a division of S&P Global Inc. CUSIP numbers have been assigned by an independent company not affiliated with the Corporation and are included solely for the convenience of the holders of the Series 2021A Bonds. Neither the Corporation nor the initial purchasers are responsible for the selection or uses of the CUSIP numbers and no representation is made as to their correctness on the Series 2021A Bonds or as indicated above. CUSIP numbers are subject to being changed after the issuance of the Series 2021A Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such Series 2021A Bonds 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 the Series 2021A Bonds.

No dealer, broker, salesperson or other person has been authorized to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2021 Bonds by any person in any jurisdiction in which it is unlawful for the person to make such offer, solicitation or sale. The information set forth herein has been provided by the Corporation, the State and other sources which are believed to be reliable by the Corporation and with respect to the information supplied or authorized by the State and information provided by such other sources, is not to be construed as a representation by the Corporation. 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 Corporation or the State. This Official Statement is submitted in connection with the sale of the securities referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

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.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2021 BONDS, THE INITIAL PURCHASERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF SUCH 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. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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 STATE'S FINANCIAL RESULTS COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE STATED IN THE FORWARD-LOOKING STATEMENTS.

IN CONNECTION WITH OFFERS AND SALES OF SERIES 2021 BONDS, NO ACTION HAS BEEN TAKEN BY THE CORPORATION THAT WOULD PERMIT A PUBLIC OFFERING OF THE SERIES 2021 BONDS, OR POSSESSION OR DISTRIBUTION OF ANY INFORMATION RELATING TO THE PRICING OF THE SERIES 2021 BONDS, THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE SERIES 2021 BONDS, IN ANY NON-U.S. JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, THE INITIAL PURCHASERS OF THE SERIES 2021 BONDS ARE OBLIGATED TO COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY NON-U.S. JURISDICTION IN WHICH THEY PURCHASE, OFFER OR SELL SERIES 2021 BONDS OR POSSESS OR DISTRIBUTE THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE SERIES 2021 BONDS AND WILL OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED BY THEM FOR THE PURCHASE, OFFER OR SALE BY THEM OF SERIES 2021 BONDS UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY NON-U.S. JURISDICTION TO WHICH THEY ARE SUBJECT OR IN WHICH THEY MAKE SUCH PURCHASES, OFFERS OR SALES AND THE CORPORATION SHALL HAVE NO RESPONSIBILITY THEREFOR.

**INFORMATION CONCERNING OFFERING RESTRICTIONS  
IN CERTAIN JURISDICTIONS OUTSIDE THE UNITED STATES**

THE CORPORATION (REFERRED TO IN THESE LEGENDS AS THE “ISSUER”) MAKES NO REPRESENTATION AS TO THE ACCURACY, COMPLETENESS OR ADEQUACY OF THE INFORMATION UNDER THIS CAPTION. REFERENCES UNDER THIS CAPTION TO “BONDS” OR “SECURITIES” MEAN THE SERIES 2021 BONDS OFFERED HEREBY. THESE LEGENDS ARE BEING PROVIDED SOLELY FOR THE CONVENIENCE OF THE INITIAL PURCHASERS. COMPLIANCE WITH ANY RULES OR RESTRICTIONS OF ANY JURISDICTION RELATING TO THE OFFERING, SOLICITATION AND/OR SALE OF THE SERIES 2021 BONDS IS THE RESPONSIBILITY OF THE INITIAL PURCHASERS AND THE CORPORATION SHALL NOT HAVE RESPONSIBILITY OR LIABILITY IN CONNECTION THEREWITH.

IN CONNECTION WITH OFFERINGS AND SALES OF THE SERIES 2021 BONDS, NO ACTION HAS BEEN TAKEN BY THE CORPORATION THAT WOULD PERMIT A PUBLIC OFFERING OF THE SERIES 2021 BONDS, OR POSSESSION OR DISTRIBUTION OF ANY INFORMATION RELATING TO THE PRICING OF THE SERIES 2021 BONDS, THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE SERIES 2021 BONDS, IN ANY NON-U.S. JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED.

**MINIMUM UNIT SALES**

THE SERIES 2021 BONDS WILL TRADE AND SETTLE ON A UNIT BASIS (ONE UNIT EQUALING ONE BOND OF \$5,000 PRINCIPAL AMOUNT). FOR ANY SALES MADE OUTSIDE THE UNITED STATES, THE MINIMUM PURCHASE AND TRADING AMOUNT IS 30 UNITS (BEING 30 BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF \$150,000).

**NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA (“EEA”)**

THE BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY EEA RETAIL INVESTOR IN THE EEA. FOR THESE PURPOSES, AN “EEA RETAIL INVESTOR” MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU (AS AMENDED, “MIFID II”); (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE (EU) 2016/97 (THE “INSURANCE DISTRIBUTION DIRECTIVE”), WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR (III) NOT A QUALIFIED INVESTOR AS DEFINED IN REGULATION (EU) 2017/1129 (THE “EU PROSPECTUS REGULATION”). CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO. 1286/2014 (AS AMENDED, THE “PRIIPS REGULATION”) FOR OFFERING OR SELLING THE BONDS OR OTHERWISE MAKING THEM AVAILABLE TO ANY EEA RETAIL INVESTORS IN THE EEA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE BONDS OR OTHERWISE MAKING THEM AVAILABLE TO ANY EEA RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

EACH SUBSCRIBER FOR OR PURCHASER OF THE BONDS LOCATED WITHIN THE EEA WILL BE DEEMED TO HAVE REPRESENTED, ACKNOWLEDGED AND AGREED THAT IT IS A “QUALIFIED INVESTOR” AS DEFINED IN THE EU PROSPECTUS REGULATION. THE ISSUER AND EACH UNDERWRITER AND OTHERS WILL RELY ON THE TRUTH AND ACCURACY OF THE FOREGOING REPRESENTATION, ACKNOWLEDGEMENT AND AGREEMENT.

**NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM (“UK”)**

THE BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY UK RETAIL INVESTOR IN THE UK. FOR THESE PURPOSES A “UK RETAIL INVESTOR” MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) 2017/565 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED, THE “EUWA”); OR (II) A CUSTOMER WITHIN THE MEANING OF PROVISIONS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED, THE “FSMA”) AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA TO IMPLEMENT DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA; OR (III) NOT A “QUALIFIED INVESTOR” AS DEFINED IN ARTICLE 2 OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA (THE “UK PROSPECTUS REGULATION”). CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUWA (AS AMENDED, THE “UK PRIIPS REGULATION”) FOR OFFERING OR SELLING THE BONDS OR OTHERWISE MAKING THEM AVAILABLE TO UK RETAIL INVESTORS IN THE UK HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE BONDS OR OTHERWISE MAKING THEM AVAILABLE TO ANY UK RETAIL INVESTOR IN THE UK MAY BE UNLAWFUL UNDER THE UK PRIIPS REGULATION.

EACH SUBSCRIBER FOR OR PURCHASER OF THE BONDS LOCATED WITHIN THE UNITED KINGDOM WILL BE DEEMED TO HAVE REPRESENTED, ACKNOWLEDGED AND AGREED THAT IT IS A “QUALIFIED INVESTOR” AS DEFINED IN THE UK PROSPECTUS REGULATION. THE ISSUER AND EACH UNDERWRITER AND OTHERS WILL RELY ON THE TRUTH AND ACCURACY OF THE FOREGOING REPRESENTATION, ACKNOWLEDGEMENT AND AGREEMENT.

UK RESTRICTIONS ON SALES - THE BONDS MUST NOT BE OFFERED OR SOLD AND THIS OFFICIAL STATEMENT AND ANY OTHER DOCUMENT IN CONNECTION WITH THE OFFERING AND ISSUANCE OF THE BONDS MUST NOT BE COMMUNICATED OR CAUSED TO BE COMMUNICATED IN THE UNITED KINGDOM EXCEPT TO PERSONS WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS AND QUALIFY AS INVESTMENT PROFESSIONALS UNDER ARTICLE 19 (INVESTMENT PROFESSIONALS) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, (AS AMENDED, THE “ORDER”) OR ARE PERSONS FALLING WITHIN ARTICLE 49(2)(A)-(D) (HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS, ETC.) OF THE ORDER OR WHO OTHERWISE FALL WITHIN AN EXEMPTION SET FORTH IN SUCH ORDER SUCH THAT SECTION 21(1) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED, “FSMA”) DOES NOT APPLY TO THE ISSUER OR ARE PERSONS TO WHOM THIS OFFICIAL STATEMENT OR ANY OTHER SUCH DOCUMENT MAY OTHERWISE LAWFULLY BE COMMUNICATED OR CAUSED TO BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS “RELEVANT PERSONS”). ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS OFFICIAL STATEMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS.

#### **ADDITIONAL NOTICE TO PROSPECTIVE INVESTORS IN EEA AND UK**

THIS OFFICIAL STATEMENT DOES NOT COMPRISE A PROSPECTUS WITH REGARD TO THE ISSUER OR THE BONDS FOR THE PURPOSES OF THE EU PROSPECTUS REGULATION IN RESPECT OF THE EEA OR UNDER THE UK PROSPECTUS REGULATION IN RESPECT OF THE UK. ACCORDINGLY, ANY PERSON MAKING OR INTENDING TO MAKE ANY OFFER IN THE EEA OR THE UNITED KINGDOM OF THE BONDS SHOULD ONLY DO SO IN CIRCUMSTANCES IN WHICH NO OBLIGATION ARISES FOR THE ISSUER OR ANY OF THE UNDERWRITERS TO PROVIDE A PROSPECTUS FOR SUCH OFFER. NEITHER THE ISSUER NOR THE UNDERWRITERS HAVE AUTHORIZED, NOR DO THEY AUTHORIZE, THE MAKING OF ANY OFFER OF BONDS THROUGH ANY FINANCIAL INTERMEDIARY, OTHER THAN

OFFERS MADE BY THE UNDERWRITERS, WHICH CONSTITUTE THE FINAL PLACEMENT OF THE BONDS CONTEMPLATED IN THIS OFFICIAL STATEMENT.

#### **NOTICE TO PROSPECTIVE INVESTORS IN TAIWAN (THE REPUBLIC OF CHINA)**

THE OFFER OF THE BONDS HAS NOT BEEN AND WILL NOT BE REGISTERED WITH THE FINANCIAL SUPERVISORY COMMISSION OF TAIWAN (THE "FSC") PURSUANT TO APPLICABLE SECURITIES LAWS AND REGULATIONS OF TAIWAN AND THE BONDS, INCLUDING ANY COPY OF THIS OFFICIAL STATEMENT OR ANY OTHER DOCUMENTS RELATING TO THE BONDS, MAY NOT BE OFFERED, SOLD, DELIVERED OR DISTRIBUTED WITHIN TAIWAN (THE REPUBLIC OF CHINA) THROUGH A PUBLIC OFFERING OR IN CIRCUMSTANCES WHICH CONSTITUTE AN OFFER WITHIN THE MEANING OF THE SECURITIES AND EXCHANGE ACT OF TAIWAN THAT REQUIRES THE REGISTRATION WITH OR APPROVAL OF THE FSC. NO PERSON OR ENTITY IN TAIWAN (THE REPUBLIC OF CHINA) HAS BEEN AUTHORIZED TO OFFER, SELL, DISTRIBUTE, GIVE ADVICE REGARDING OR OTHERWISE INTERMEDIATE THE OFFERING, SALE OR DISTRIBUTION OF THE BONDS UNLESS THE BONDS OFFERED OR SOLD TO INVESTORS IN TAIWAN ARE OTHERWISE THROUGH TAIWAN LICENSED FINANCIAL INSTITUTIONS TO THE EXTENT PERMITTED UNDER RELEVANT TAIWAN LAWS OR REGULATIONS. TAIWAN INVESTORS WHO SUBSCRIBE AND PURCHASE THE BONDS SHALL COMPLY WITH ALL RELEVANT SECURITIES, TAX AND FOREIGN EXCHANGE LAWS AND REGULATIONS IN EFFECT IN TAIWAN.

#### **NOTICE TO INVESTORS IN SWITZERLAND**

THE BONDS MAY NOT BE PUBLICLY OFFERED IN SWITZERLAND AND WILL NOT BE LISTED ON THE SIX SWISS EXCHANGE ("SIX") OR ON ANY OTHER STOCK EXCHANGE OR REGULATED TRADING FACILITY IN SWITZERLAND. THIS OFFICIAL STATEMENT HAS BEEN PREPARED WITHOUT REGARD TO THE DISCLOSURE STANDARDS FOR ISSUANCE PROSPECTUSES OR KEY INFORMATION DOCUMENTS UNDER THE SWISS FEDERAL ACT ON FINANCIAL SERVICES ("FINSA") OR THE DISCLOSURE STANDARDS FOR LISTING PROSPECTUSES UNDER ART. 27 FF. OF THE SIX LISTING RULES OR THE LISTING RULES OF ANY OTHER STOCK EXCHANGE OR REGULATED TRADING FACILITY IN SWITZERLAND. NEITHER THIS OFFICIAL STATEMENT NOR ANY OTHER OFFERING OR MARKETING MATERIAL RELATING TO THE BONDS OR THE OFFERING MAY BE PUBLICLY OFFERED OR OTHERWISE MADE PUBLICLY AVAILABLE IN SWITZERLAND.

NONE OF THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR MARKETING MATERIAL RELATING TO THE OFFERING, THE ISSUER OR THE BONDS HAVE BEEN OR WILL BE FILED WITH OR APPROVED BY ANY SWISS REGULATORY AUTHORITY. IN PARTICULAR, THIS OFFICIAL STATEMENT WILL NOT BE FILED WITH, AND THE OFFER OF THE BONDS WILL NOT BE SUPERVISED BY, THE SWISS FINANCIAL MARKET SUPERVISORY AUTHORITY ("FINMA"), AND THE OFFER OF BONDS HAS NOT BEEN AND WILL NOT BE AUTHORIZED UNDER THE SWISS FEDERAL ACT ON COLLECTIVE INVESTMENT SCHEMES ("CISA"). ACCORDINGLY, INVESTORS DO NOT HAVE THE BENEFIT OF THE SPECIFIC INVESTOR PROTECTION PROVIDED UNDER THE CISA.

#### **NOTICE TO PROSPECTIVE INVESTORS IN HONG KONG**

THE CONTENTS OF THIS OFFICIAL STATEMENT HAVE NOT BEEN REVIEWED OR APPROVED BY ANY REGULATORY AUTHORITY IN HONG KONG. YOU ARE ADVISED TO EXERCISE CAUTION IN RELATION TO THE OFFER OF THE BONDS. YOU ARE ADVISED TO EXERCISE CAUTION IN RELATION TO THE OFFERING CONTEMPLATED IN THIS OFFICIAL STATEMENT. IF YOU ARE IN ANY DOUBT ABOUT ANY OF THE CONTENTS OF THIS OFFICIAL STATEMENT, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.

THE BONDS MAY NOT BE OFFERED OR SOLD IN HONG KONG BY MEANS OF ANY DOCUMENT OTHER THAN (I) IN CIRCUMSTANCES WHICH DO NOT CONSTITUTE AN OFFER TO THE PUBLIC

WITHIN THE MEANING OF THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE (CAP. 32 OF THE LAWS OF HONG KONG) (“CWUMPO”) OR WHICH DO NOT CONSTITUTE AN INVITATION TO THE PUBLIC WITHIN THE MEANING OF THE SECURITIES AND FUTURES ORDINANCE (CAP. 571 OF THE LAWS OF HONG KONG) (“SFO”), OR (II) TO “PROFESSIONAL INVESTORS” AS DEFINED IN THE SFO AND ANY RULES MADE THEREUNDER, OR (III) IN OTHER CIRCUMSTANCES WHICH DO NOT RESULT IN THE DOCUMENT BEING A “PROSPECTUS” AS DEFINED IN THE CWUMPO. NO ADVERTISEMENT, INVITATION OR DOCUMENT RELATING TO THE BONDS MAY BE ISSUED OR MAY BE IN THE POSSESSION OF ANY PERSON FOR THE PURPOSE OF ISSUE (IN EACH CASE WHETHER IN HONG KONG OR ELSEWHERE), WHICH IS DIRECTED AT, OR THE CONTENTS OF WHICH ARE LIKELY TO BE ACCESSED OR READ BY, THE PUBLIC IN HONG KONG (EXCEPT IF PERMITTED TO DO SO UNDER THE LAWS OF HONG KONG) OTHER THAN WITH RESPECT TO BONDS WHICH ARE OR ARE INTENDED TO BE DISPOSED OF ONLY TO PERSONS OUTSIDE HONG KONG OR ONLY TO “PROFESSIONAL INVESTORS” IN HONG KONG AS DEFINED IN THE SFO AND ANY RULES MADE THEREUNDER.

### **NOTICE TO PROSPECTIVE INVESTORS IN JAPAN**

THE PRIMARY OFFERING OF THE BONDS AND THE SOLICITATION OF AN OFFER FOR ACQUISITION THEREOF IN JAPAN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER PARAGRAPH 1, ARTICLE 4 OF THE FINANCIAL INSTRUMENTS AND EXCHANGE ACT OF JAPAN (NO. 25 OF 1948, AS AMENDED, THE “FIEA”). AS IT IS A PRIMARY OFFERING, IN JAPAN, THE BONDS MAY ONLY BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY TO, OR FOR THE BENEFIT OF CERTAIN QUALIFIED INSTITUTIONAL INVESTORS AS DEFINED IN THE FIEA (“QIIS”). A QII WHO PURCHASED OR OTHERWISE OBTAINED THE BONDS CANNOT RESELL OR OTHERWISE TRANSFER THE BONDS IN JAPAN TO ANY PERSON EXCEPT ANOTHER QII.

OTHER THAN THE PRIMARY OFFERING OF THE BONDS AND THE SOLICITATION OF AN OFFER FOR ACQUISITION THEREOF ABOVE OR PURSUANT TO OTHER EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF, AND OTHERWISE IN COMPLIANCE WITH, THE FIEA AND ANY OTHER APPLICABLE LAWS, REGULATIONS AND MINISTERIAL GUIDELINES OF JAPAN, NEITHER THE BONDS NOR ANY INTEREST THEREIN MAY BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, IN JAPAN OR TO, OR FOR THE BENEFIT OF, ANY RESIDENT OF JAPAN, OR TO, OR FOR THE BENEFIT OF, ANY “RESIDENT” OF JAPAN (AS DEFINED UNDER ITEM 5, PARAGRAPH 1, ARTICLE 6 OF THE FOREIGN EXCHANGE AND FOREIGN TRADE ACT (ACT NO. 228 OF 1949, AS AMENDED)) OR TO OTHERS FOR RE-OFFERING OR RESALE, DIRECTLY OR INDIRECTLY, IN JAPAN OR TO, OR FOR THE BENEFIT OF, ANY RESIDENT OF JAPAN.

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**PART 1 — SUMMARY STATEMENT**

*This Summary Statement is subject in all respects to more complete information contained in this Official Statement and should not be considered a complete statement of the facts material to making an investment decision. The offering of the Series 2021 Bonds to potential investors is made only by means of the entire Official Statement. Capitalized terms used in this Summary Statement and not defined in this Summary Statement will have the meanings given to such terms elsewhere in this Official Statement.*

<p><b>State Sales Tax Revenue Bond Financing Program</b></p>	<p>Article 5-F and Article 6 (Section 92-h) of the New York State Finance Law (the “State Finance Law”), as the same may be amended from time to time (the “Enabling Act”), provide for the issuance of, and a source of payment for, the State Sales Tax Revenue Bonds by establishing the Sales Tax Revenue Bond Tax Fund (the “Sales Tax Revenue Bond Tax Fund”) held separate and apart from all other moneys of the State in the joint custody of the State Commissioner of Taxation and Finance (the “Commissioner”) and the Comptroller of the State (the “State Comptroller”).</p> <p>The Enabling Act authorizes the Corporation, the Dormitory Authority of the State of New York (“DASNY”), and the New York State Thruway Authority (the “Thruway Authority” and, collectively, the “Authorized Issuers”) to issue State Sales Tax Revenue Bonds for certain Authorized Purposes (as hereinafter defined). Prior to the initial issuance of any State Sales Tax Revenue Bonds, if any, by an Authorized Issuer, such Authorized Issuer will adopt one or more general resolutions and execute financing agreements with the Director of the Budget pursuant to the Enabling Act. The financing agreements and the general resolutions for State Sales Tax Revenue Bonds issued by the Authorized Issuers will have substantially identical terms except for applicable references to, and requirements of, the Authorized Issuer and the Authorized Purposes. References to financing agreements, financing agreement payments and general resolutions contained in this Official Statement mean generically the financing agreements, financing agreement payments and general resolutions of all Authorized Issuers, including the Corporation.</p> <p>State Sales Tax Revenue Bonds issued by an Authorized Issuer are or will be secured by a pledge of: (i) the payments made pursuant to a financing agreement entered into by such Authorized Issuer with the Director of the Budget and (ii) certain funds held by the applicable trustee or Authorized Issuer under a general resolution and the investment earnings thereon, which together constitute the pledged property under the applicable general resolution.</p> <p>The Corporation has previously issued four series of New York State Urban Development Corporation State Sales Tax Revenue Bonds. DASNY has previously issued nine series of State Sales Tax Revenue Bonds. As of the date of this Official Statement, the Corporation and DASNY are the only two Authorized Issuers who have issued State Sales Tax Revenue Bonds.</p>
<p><b>Purpose of Issue</b></p>	<p>The Series 2021 Bonds are being issued for the purpose of financing Authorized Purposes, including (i) financing or reimbursing all or a portion of the costs of certain programs and projects within the State, (ii) refunding certain State-supported debt previously issued by the Corporation, including paying the costs of any interest rate exchange agreement terminations relating to such refunded bonds, and (iii) paying certain costs relating to the issuance of the Series 2021</p>

<p><b>Purpose of Issue (continued)</b></p>	<p>Bonds. For a more complete description of the expected application of proceeds of the Series 2021 Bonds, see “PART 6 — THE PROJECTS” herein and “PART 7 — THE REFUNDING PLAN” herein. See also, “APPENDIX F — REFUNDED BONDS CANDIDATES”.</p>												
<p><b>Sources of Payment and Security for State Sales Tax Revenue Bonds — Sales Tax Revenue Bond Tax Fund Receipts</b></p>	<p>The Enabling Act provides that New York State Sales Tax Receipts be deposited in the Sales Tax Revenue Bond Tax Fund in an amount equal to a two percent rate of taxation (equivalent to two cents on every dollar taxed) from the New York State Sales Tax Receipts. Such New York State Sales Tax Receipts required to be deposited in the Sales Tax Revenue Bond Tax Fund (equal to a two percent rate of taxation) are referred to herein as the “Sales Tax Revenue Bond Tax Fund Receipts.” The Sales Tax Revenue Bonds were secured originally by dedicated revenues consisting of one cent of the State's four cent sales and use tax. The legislation also provided that upon the satisfaction of all the obligations and liabilities of the Local Government Assistance Corporation, (“LGAC”), dedicated revenues will increase to 2 cents of the State's four-cent sales and use tax. This occurred when LGAC bonds were fully retired on April 1, 2021.</p> <p>New York State Sales Tax Receipts and the Sales Tax Revenue Bond Tax Fund Receipts for State Fiscal Years 2019-20 through 2021-22 are as follows:</p> <table border="1" data-bbox="649 945 1412 1218"> <thead> <tr> <th style="text-align: center;"><b>State Fiscal Year</b></th> <th style="text-align: center;"><b>New York State Sales Tax Receipts (in billions)</b></th> <th style="text-align: center;"><b>Sales Tax Revenue Bond Tax Fund Receipts* (in billions)</b></th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">2019-20</td> <td style="text-align: center;">14.9</td> <td style="text-align: center;">3.7</td> </tr> <tr> <td style="text-align: center;">2020-21</td> <td style="text-align: center;">13.3</td> <td style="text-align: center;">3.3</td> </tr> <tr> <td style="text-align: center;">2021-22**</td> <td style="text-align: center;">15.1</td> <td style="text-align: center;">7.6</td> </tr> </tbody> </table> <p>*Reflects amounts equivalent to a 1 percent rate of taxation prior to FY 2021-22, and equivalent to a 2 percent rate of taxation beginning FY 2021-22.</p> <p>**As estimated in the First Quarterly Update to the FY 2022 Financial Plan.</p> <p>For information related to the State and COVID-19, see “APPENDIX A – INFORMATION CONCERNING THE STATE OF NEW YORK – Financial Plan Overview – Executive Summary.”</p> <p>The Series 2021 Bonds are special obligations of the Corporation, secured by, among other things, a pledge of Financing Agreement Payments to be made by the State Comptroller to the Trustee on behalf of the Corporation pursuant to the Financing Agreement and certain funds held by the Trustee under the Corporation’s State Sales Tax Revenue Bonds General Bond Resolution adopted on September 19, 2019 (the “General Resolution”).</p> <p>The Series 2021 Bonds are issued on a parity with all other Bonds which have been or which may be issued under the General Resolution. All State Sales Tax Revenue Bonds issued by any Authorized Issuer (of which \$10.7 billion were outstanding as of October 1, 2021) will be on a parity with each other as to</p>	<b>State Fiscal Year</b>	<b>New York State Sales Tax Receipts (in billions)</b>	<b>Sales Tax Revenue Bond Tax Fund Receipts* (in billions)</b>	2019-20	14.9	3.7	2020-21	13.3	3.3	2021-22**	15.1	7.6
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<p><b>Sources of Payment and Security for State Sales Tax Revenue Bonds — Sales Tax Revenue Bond Tax Fund Receipts (continued)</b></p>	<p>payments from the Sales Tax Revenue Bond Tax Fund, subject to annual appropriation by the New York State Legislature (the “State Legislature”).</p> <p>Financing agreement payments are made from Sales Tax Revenue Bond Tax Fund Receipts and deposited, as required by the Enabling Act, to the Sales Tax Revenue Bond Tax Fund. The financing agreement payments are to be paid by the State Comptroller to the applicable trustees on behalf of the Authorized Issuers from amounts deposited to the Sales Tax Revenue Bond Tax Fund. Financing agreement payments are to equal amounts necessary to pay the debt service and other cash requirements on the State Sales Tax Revenue Bonds. <b>All payments required by financing agreements entered into by the State are executory only to the extent of the revenues available in the Sales Tax Revenue Bond Tax Fund. The obligation of the State to make financing agreement payments is subject to the State Legislature making annual appropriations for such purpose and such obligation does not constitute or create a debt of the State, nor a contractual obligation in excess of the amounts appropriated therefor. In addition, the State has no continuing legal or moral obligation to appropriate money for payments due under any financing agreement.</b></p> <p>The Enabling Act provides that: (i) no person (including Authorized Issuers or holders of State Sales Tax Revenue Bonds) shall have any lien on amounts on deposit in the Sales Tax Revenue Bond Tax Fund; (ii) Sales Tax Revenue Bond Tax Fund Receipts, which have been set aside in sufficient amounts to pay when due the financing agreement payments of all Authorized Issuers, shall remain in the Sales Tax Revenue Bond Tax Fund (except, if necessary, for payments authorized to be made to the holders of State general obligation bonds) until they are appropriated and used to make financing agreement payments; and (iii) nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the New York State Sales Tax. For additional information, see “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS” and “PART 4 — SOURCES OF NEW YORK STATE SALES TAX RECEIPTS FOR THE SALES TAX REVENUE BOND TAX FUND.”</p> <p><b>The Series 2021 Bonds shall not be a debt of the State and the State shall not be liable thereon, nor shall the Series 2021 Bonds be payable out of any funds other than those of the Corporation pledged therefor. Neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal of or interest on the Series 2021 Bonds. The Corporation has no taxing power.</b></p> <p><b>The Series 2021 Bonds are not secured by any mortgage on, any revenues from, or any other interest in, capital works or purposes authorized to be financed by the application of the proceeds of Series 2021 Bonds.</b></p>
<p><b>Set Aside for Purpose of Making Financing Agreement Payments</b></p>	<p>The Enabling Act, general resolutions and financing agreements provide procedures for setting aside Sales Tax Revenue Bond Tax Fund Receipts designed to ensure that sufficient amounts are available in the Sales Tax Revenue Bond Tax Fund to make financing agreement payments to the applicable trustees</p>

<p><b>Set Aside for Purpose of Making Financing Agreement Payments</b> <i>(continued)</i></p>	<p>on behalf of all Authorized Issuers, subject to annual appropriation by the State Legislature.</p> <p>The Enabling Act requires the Director of the Budget to annually prepare a certificate (which may be amended as necessary or required) which estimates monthly Sales Tax Revenue Bond Tax Fund Receipts anticipated to be deposited in the Sales Tax Revenue Bond Tax Fund and the amount of all set-asides necessary to make all financing agreement payments of all the Authorized Issuers. The Director of the Budget has prepared such certificate for State Fiscal Year 2021-22.</p> <p>See “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS.”</p>
<p><b>Availability of General Fund to Satisfy Set-Aside of Sales Tax Revenue Bond Tax Fund Receipts</b></p>	<p>If at any time the amount of Sales Tax Revenue Bond Tax Fund Receipts set aside, as certified by the Director of the Budget, is insufficient to make all certified financing agreement payments on all State Sales Tax Revenue Bonds, the State Comptroller is required by the Enabling Act, without appropriation, to immediately transfer amounts from the General Fund of the State (the “General Fund”) to the Sales Tax Revenue Bond Tax Fund sufficient to satisfy the cash requirements of the Authorized Issuers.</p>
<p><b>Moneys Held in Sales Tax Revenue Bond Tax Fund if State Fails to appropriate or Pay Required Amounts</b></p>	<p>In the event that: (i) the State Legislature fails to appropriate all amounts required to make financing agreement payments on State Sales Tax Revenue Bonds to all Authorized Issuers or (ii) having been appropriated and set aside pursuant to a certificate of the Director of the Budget, financing agreement payments have not been made when due on any State Sales Tax Revenue Bonds, the Enabling Act requires that all Sales Tax Revenue Bond Tax Fund Receipts remain in such fund. Other than to make financing agreement payments from appropriated amounts, the Enabling Act prohibits the transfer of moneys in the Sales Tax Revenue Bond Tax Fund to any other fund or account or the use of such moneys by the State for any other purpose (except, if necessary, for payments authorized to be made to the holders of State general obligation bonds) until such time as the required appropriations and all required financing agreement payments have been made to the trustees, on behalf of each Authorized Issuer, including the Corporation.</p> <p>After the required appropriations and financing agreement payments have been made, excess moneys in the Sales Tax Revenue Bond Tax Fund are to be paid over and distributed to the credit of the General Fund. See “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS — Moneys Held in the Sales Tax Revenue Bond Tax Fund.”</p>
<p><b>Additional Bonds and Debt Service Coverage</b></p>	<p>The Enabling Act and each of the general resolutions permit or are expected to permit the Authorized Issuers to issue additional State Sales Tax Revenue Bonds subject to (a) statutory limitations on the maximum amount of bonds permitted to be issued by Authorized Issuers for particular Authorized Purposes and (b) the additional bonds test described below and included (or to be included) in each general resolution authorizing State Sales Tax Revenue Bonds.</p> <p>As provided in the General Resolution, and expected to be provided in each of the general resolutions of the other Authorized Issuers, and subject to an</p>

<p><b>Additional Bonds and Debt Service Coverage (continued)</b></p>	<p>exception for certain refunding bonds as described herein, additional State Sales Tax Revenue Bonds may be issued only if the amount of Sales Tax Revenue Bond Tax Fund Receipts for any 12 consecutive calendar months ended not more than six months prior to the date of such calculation, as certified by the Director of the Budget, is at least 2.0 times the maximum annual Calculated Debt Service on all outstanding State Sales Tax Revenue Bonds, the additional State Sales Tax Revenue Bonds proposed to be issued and any additional amounts payable with respect to parity reimbursement obligations.</p> <p>In accordance with the additional bonds debt service coverage test described above, Sales Tax Revenue Bond Tax Fund Receipts of approximately \$7.4* billion are available to pay financing agreement payments on a pro forma basis, which amount represents approximately 6.1* times the maximum annual debt service on all outstanding State Sales Tax Revenue Bonds, including the projected debt service on the Series 2021 Bonds. While additional State Sales Tax Revenue Bonds are expected to be issued by Authorized Issuers as appropriate for Authorized Purposes as noted herein, in no event may any additional State Sales Tax Revenue Bonds (other than certain refunding bonds) be issued unless the additional bonds test under the respective general resolution has been satisfied. See “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS — Additional Bonds” and “PART 4 — SOURCES OF NEW YORK STATE SALES TAX RECEIPTS FOR THE SALES TAX REVENUE BOND TAX FUND — Projected Debt Service Coverage.”</p> <p>As of October 1, 2021, approximately \$10.7 billion of State Sales Tax Revenue Bonds were outstanding.</p>
<p><b>Appropriation by State Legislature</b></p>	<p>The State Legislature is expected to make appropriations annually from amounts on deposit in the Sales Tax Revenue Bond Tax Fund sufficient to pay annual financing agreement payments when due. Sales Tax Revenue Bond Tax Fund Receipts are expected to exceed the amounts necessary to pay financing agreement payments. Such an appropriation has been enacted for State Fiscal Year 2021-22.</p> <p>Pursuant to Article VII Section 16 of the State Constitution, if at any time the State Legislature fails to make an appropriation for State general obligation debt service, the State Comptroller is required to set apart from the first revenues thereafter received, applicable to the General Fund, sums sufficient to pay debt service on such general obligation bonds. In the event that such revenues and other amounts in the General Fund are insufficient to pay State general obligation bondholders, the State may also use amounts on deposit in the Sales Tax Revenue Bond Tax Fund as well as other funds to pay debt service on State general obligation bonds.</p>

\* Preliminary, subject to change. Assumes deposits into the Sales Tax Revenue Bond Tax in an amount equal to a two percent rate of taxation from the New York State Sales Tax Receipts during the applicable 12 consecutive calendar months for the purpose of calculating the additional bonds debt service coverage test.

<p><b>Appropriation by State Legislature</b> <i>(continued)</i></p>	<p>The New York State Division of the Budget (the “Division of Budget”) is not aware of any existing circumstances that would cause Sales Tax Revenue Bond Tax Fund Receipts to be used to pay debt service on State general obligation bonds in the future. The Director of the Budget believes that any failure by the State Legislature to make annual appropriations as contemplated would have a serious impact on the ability of the State and the Authorized Issuers to issue State-supported bonds to raise funds in the public credit markets.</p>
<p><b>Continuing Disclosure</b></p>	<p>In order to assist the initial purchasers of the Series 2021 Bonds in complying with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “SEC”), the Corporation, DASNY, the State, the Trustee and the trustees for the DASNY State Sales Tax Bonds have entered into a Master Continuing Disclosure Agreement (the “Master Disclosure Agreement”), dated as of October 1, 2013, as amended and restated as of June 10, 2019. See “PART 19 — CONTINUING DISCLOSURE” and “APPENDIX E — EXECUTED COPY OF MASTER CONTINUING DISCLOSURE AGREEMENT.”</p>



**OFFICIAL STATEMENT**

**Relating to**

**\$2,400,305,000\***

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
STATE SALES TAX REVENUE BONDS**

**\$1,751,820,000\***  
**Series 2021A**  
**(Tax-Exempt)**

**\$648,485,000\***  
**Series 2021B**  
**(Federally Taxable)**

**PART 2 — INTRODUCTION**

The purpose of this Official Statement, including the cover page, the inside cover pages, the Summary Statement and the appendices, is to set forth certain information concerning the State and the Corporation, a public benefit corporation of the State, in connection with the offering by the Corporation of its \$1,751,820,000\* State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) (the “Series 2021A Bonds”), and its \$648,485,000\* State Sales Tax Revenue Bonds, Series 2021B (Federally Taxable) (the “Series 2021B Bonds” and together with the Series 2021A Bonds, the “Series 2021 Bonds”). The interest rates, maturity dates, and prices or yields of the Series 2021 Bonds being offered hereby are set forth on the inside cover pages of this Official Statement.

This Official Statement also summarizes certain information concerning the provisions of the State Finance Law with respect to the issuance of State Sales Tax Revenue Bonds, including the Series 2021 Bonds, and the statutory allocation from New York State Sales Tax Receipts collected from the New York State Sales Tax imposed by Sections 1105 and 1110 of the State Tax Law, which allocation of New York State Sales Tax Receipts is required to be deposited in the Sales Tax Revenue Bond Tax Fund to provide for the payment of State Sales Tax Revenue Bonds as more fully discussed herein. Such New York State Sales Tax Receipts exclude amounts the Commissioner determines to be necessary for refunds. See “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS — The Sales Tax Revenue Bond Tax Fund.”

The State expects that State Sales Tax Revenue Bonds together with the State Personal Income Tax Revenue Bonds will be the primary financing vehicles for financing State-supported programs over the current financial plan period.

The Series 2021 Bonds are authorized to be issued pursuant to the Enabling Act, and the New York State Urban Development Corporation Act, Chapter 174 of the Laws of New York of 1968, as amended and supplemented (the “UDC Act”), and other provisions of State law. The Enabling Act authorizes the Authorized Issuers to issue State Sales Tax Revenue Bonds for certain purposes for which State-supported Debt (as defined by Section 67-a of the State

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\*Preliminary, subject to change.

Finance Law and as limited by the Enabling Act) may be issued (the “Authorized Purposes”). The issuance of State-supported Debt is limited in the State Finance Law to the financing of capital works or purposes only, which include the acquisition, construction, demolition or replacement of fixed assets, the major repair or renovation thereof, or the planning or design of the acquisition, construction, demolition, replacement, repair or renovation of fixed assets.

The Series 2021 Bonds are additionally authorized under (i) the Corporation’s State Sales Tax Revenue Bonds General Bond Resolution, adopted by the Corporation on September 19, 2019 (the “General Resolution”), (ii) the Corporation’s Supplemental Resolution Authorizing State Sales Tax Revenue Bonds, Series 2021-1, adopted on October 4, 2021 (the “Series 2021 Supplemental Resolution”), and (iii) the Corporation’s Bond Financing Committee Resolution Concerning the Sale and Issuance of State Sales Tax Revenue Bonds, Series 2021, adopted on October 4, 2021 (the “Series 2021 Bond Financing Committee Resolution”, and together with the General Resolution and the Series 2021 Supplemental Resolution being herein, except as the context otherwise indicates, collectively referred to as the “Resolution” and any bonds issued pursuant to the General Resolution, including the Series 2021 Bonds, being herein referred to as the “Bonds”).

The Series 2021 Bonds, and any other series of Bonds heretofore issued or which may hereafter be issued under the General Resolution, will be equally and ratably secured thereunder. The Series 2021 Bonds and all other State Sales Tax Revenue Bonds, if any, issued by an Authorized Issuer are secured by a pledge of: (i) the payments made pursuant to one or more financing agreements to be entered into by such Authorized Issuer upon its initial issuance of State Sales Tax Revenue Bonds, if any, and the Director of the Budget and (ii) certain funds held by the applicable trustee or Authorized Issuer under the applicable general resolution and the investment earnings thereon ((i) and (ii) being collectively referred to herein as the “Pledged Property”). The financing agreements and the general resolutions for State Sales Tax Revenue Bonds issued by the Authorized Issuers will have substantially identical terms except for applicable references to, and requirements of, the Authorized Issuer and the Authorized Purposes. The financing agreement payments are required to equal the amounts necessary to pay the debt service and other cash requirements on all State Sales Tax Revenue Bonds. The making of financing agreement payments to the Authorized Issuers is subject to annual appropriation by the State Legislature.

References to financing agreements, financing agreement payments and general resolutions contained in this Official Statement mean generically the financing agreements, financing agreement payments and general resolutions of all Authorized Issuers, including the Corporation. Descriptions of the provisions of the Enabling Act contained in this Official Statement are of the Enabling Act as it exists on the date of this Official Statement.

All State Sales Tax Revenue Bonds will be on a parity with each other as to payments from the Sales Tax Revenue Bond Tax Fund, subject to annual appropriation by the State Legislature. As of October 1, 2021, approximately \$10.7 billion of State Sales Tax Revenue Bonds were outstanding. See “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS — Series 2021 Bonds” and “— Additional Bonds.”

The Series 2021 Bonds are being issued for the purpose of financing Authorized Purposes, including (i) financing or reimbursing all or a portion of the costs of certain programs and projects within the State (ii) refunding certain State-supported debt previously issued by the Corporation, including paying the costs of any interest rate exchange agreement terminations relating to such refunded bonds, and (iii) paying certain costs relating to the issuance of the Series 2021 Bonds. For a more complete description of the expected application of proceeds of the Series 2021 Bonds, see “PART 6 — THE PROJECTS” herein and “PART 7 — THE REFUNDING PLAN” herein. **The Series 2021 Bonds are not secured by any mortgage on, any revenues from, or any other interest in, capital works or purposes authorized to be financed with proceeds of the Series 2021 Bonds.**

The revenues, facilities, properties and any and all other assets of the Corporation of any name and nature, other than the Pledged Property, may not be used for, or, as a result of any court proceeding or otherwise, applied to, the payment of State Sales Tax Revenue Bonds, any redemption premium therefor or the interest thereon or any other

obligations under the Resolution, and under no circumstances shall these be available for such purposes. See “PART 10 — THE CORPORATION” for a further description of the Corporation.

As of the date of this Official Statement, the Corporation and DASNY are the only two Authorized Issuers who have issued State Sales Tax Revenue Bonds.

**The Series 2021 Bonds shall not be a debt of the State and the State shall not be liable thereon, nor shall the Series 2021 Bonds be payable out of any funds other than those of the Corporation pledged therefor. Neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal of, premium, if any, or interest on the Series 2021 Bonds. The Corporation has no taxing power.**

Capitalized terms used herein unless otherwise defined have the same meaning as ascribed to them in the General Resolution. See “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION — Definitions.”

### **PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS**

#### **The Sales Tax Revenue Bond Tax Fund**

The Enabling Act provides a source of payment for State Sales Tax Revenue Bonds by establishing the Sales Tax Revenue Bond Tax Fund for the purpose of setting aside New York State Sales Tax Receipts sufficient to make financing agreement payments to Authorized Issuers. The Enabling Act establishes the Sales Tax Revenue Bond Tax Fund to be held in the joint custody of the State Comptroller and the Commissioner and requires that all moneys on deposit in the Sales Tax Revenue Bond Tax Fund be held separate and apart from all other moneys in the joint custody of the State Comptroller and the Commissioner. The source of the financing agreement payments consists of New York State Sales Tax Receipts (which are net of amounts the Commissioner may determine to be necessary for refunds) required to be deposited in the Sales Tax Revenue Bond Tax Fund in an amount equal to a two percent rate of taxation (equivalent to two cents on every dollar taxed) from the New York State Sales Tax Receipts. Such New York State Sales Tax Receipts required to be deposited in the Sales Tax Revenue Bond Tax Fund (currently equal to a two percent rate of taxation) comprise Sales Tax Revenue Bond Tax Fund Receipts. The Sales Tax Revenue Bonds were secured originally by dedicated revenues consisting of one cent of the State's four cent sales and use tax, but the legislation provided that upon the satisfaction of all the obligations and liabilities (the “LGAC Obligations”) of the Local Government Assistance Corporation (“LGAC”), dedicated revenues will increase to 2 cents of the State's four-cent sales and use tax. This occurred when LGAC bonds were fully retired on April 1, 2021. Pursuant to the State Finance Law, a portion of the New York State Sales Tax Receipts also are required to be deposited in the Local Government Assistance Tax Fund in a separate amount equal to a one percent rate of taxation, from which both the LGAC Obligations and the \$170 million annual obligation to The City of New York are paid. Deposits to the Local Government Assistance Corporation Tax Fund will no longer be required in FY 2022-23 due to the retirement of all LGAC Obligations and the \$170 million annual obligation to The City of New York. See “PART 4 — SOURCES OF NEW YORK STATE SALES TAX RECEIPTS FOR THE SALES TAX REVENUE BOND TAX FUND — New York State Sales Tax Receipts.”

Financing agreement payments made from amounts set aside in the Sales Tax Revenue Bond Tax Fund are subject to annual appropriation for such purpose by the State Legislature. The Enabling Act provides that: (i) no person (including the Authorized Issuers or the holders of State Sales Tax Revenue Bonds) shall have any lien on amounts on deposit in the Sales Tax Revenue Bond Tax Fund; (ii) Sales Tax Revenue Bond Tax Fund Receipts, which have been set aside in sufficient amounts to pay when due the financing agreement payments of all Authorized Issuers, shall remain in the Sales Tax Revenue Bond Tax Fund (except, if necessary, for payments authorized to be made to the holders of State general obligation bonds) until they are appropriated and used to make financing agreement payments; and (iii) nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the New York State Sales Tax.

## Series 2021 Bonds

The Series 2021 Bonds are special obligations of the Corporation, secured by and payable solely from Financing Agreement Payments payable by the State Comptroller to The Bank of New York Mellon, as Trustee and Paying Agent (the “Trustee” or “Paying Agent”) on behalf of the Corporation in accordance with the terms and provisions of the Financing Agreement, subject to annual appropriation by the State Legislature, and the Funds and Accounts established under the General Resolution (other than the Rebate Fund and other Funds as provided in the General Resolution). The form of the Financing Agreement relating to the Series 2021 Bonds is included as Appendix C hereto. The Series 2021 Bonds are entitled to a lien, created by a pledge under the General Resolution, on the Pledged Property.

The Enabling Act and each of the general resolutions permit or are expected to permit the Authorized Issuers to issue additional State Sales Tax Revenue Bonds subject to statutory limitations on the maximum amount of bonds permitted to be issued by Authorized Issuers for Authorized Purposes and the additional bonds test described herein included (or to be included) in each general resolution authorizing State Sales Tax Revenue Bonds. In accordance with the additional bonds test described herein, Sales Tax Revenue Bond Tax Fund Receipts on a pro forma basis, of approximately \$7.4\* billion are available to pay Financing Agreement Payments, which amount represents approximately 6.1\* times the maximum annual Debt Service for all outstanding State Sales Tax Revenue Bonds, including the projected debt service on the Series 2021 Bonds. While additional State Sales Tax Revenue Bonds are expected to be issued by Authorized Issuers as appropriate for Authorized Purposes, in no event may any additional State Sales Tax Revenue Bonds (other than certain refunding bonds) be issued unless the additional bonds test under the respective general resolution has been satisfied. See “— Additional Bonds” below and “PART 4 — SOURCES OF NEW YORK STATE SALES TAX RECEIPTS FOR THE SALES TAX REVENUE BOND TAX FUND — Projected Debt Service Coverage.”

### Certification of Payments to be Set Aside in Sales Tax Revenue Bond Tax Fund

The Enabling Act, the general resolutions and the financing agreements of the Authorized Issuers provide (or are expected to provide) procedures for setting aside amounts from the New York State Sales Tax Receipts deposited to the Sales Tax Revenue Bond Tax Fund to ensure that sufficient amounts will be available to make financing agreement payments, when due, to the applicable trustees on behalf of the Corporation and the other Authorized Issuers.

The Enabling Act provides that:

1. No later than October 1 of each year, each Authorized Issuer must submit its State Sales Tax Revenue Bond cash requirements (which shall include financing agreement payments) for the following State Fiscal Year and, as required by the financing agreements, each of the subsequent four State Fiscal Years to the Director of the Budget.
2. No later than thirty (30) days after the submission of the Executive Budget in accordance with Article VII of the State Constitution, the Director of the Budget shall prepare a certificate, which sets forth an estimate of:

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\* Preliminary, subject to change. Assumes deposits into the Sales Tax Revenue Bond Tax in an amount equal to a two percent rate of taxation from the New York State Sales Tax Receipts during the applicable 12 consecutive calendar months for the purpose of calculating the additional bonds debt service coverage test.

- (a) the amount of the estimated monthly New York State Sales Tax Receipts to be deposited in the Sales Tax Revenue Bond Tax Fund pursuant to the Enabling Act during that State Fiscal Year; and
  - (b) the monthly amounts necessary to be set aside in the Sales Tax Revenue Bond Tax Fund to make the financing agreement payments required to meet the cash requirements of the Authorized Issuers.
3. Based on the Certificate of the Director of the Budget, the State Comptroller is required to set aside on a monthly basis Sales Tax Revenue Bond Tax Fund Receipts in amounts calculated to be sufficient to pay debt service on all State Sales Tax Revenue Bonds and other cash requirements of the Authorized Issuers when due, as more particularly described below under the heading “— Set Aside of Sales Tax Revenue Bond Tax Fund Receipts.”

The Director of the Budget may amend such certification as shall be necessary, provided that the Director of the Budget shall amend such certification no later than thirty (30) days after the issuance of any State Sales Tax Revenue Bonds, including refunding bonds, or after the execution of any interest rate exchange (or “swap”) agreements or other financial arrangements which may affect the cash requirements of any Authorized Issuer.

The Enabling Act provides that on or before the twelfth day of each month, the Commissioner shall certify to the State Comptroller the actual Sales Tax Revenue Bond Tax Fund Receipts for the prior month and, in addition, no later than March 31 of each State Fiscal Year, the Commissioner shall certify such amounts relating to the last month of the State Fiscal Year. At such times, the Enabling Act provides that the State Comptroller shall deposit Sales Tax Revenue Bond Tax Fund Receipts so certified by the Commissioner in the Sales Tax Revenue Bond Tax Fund.

**Set Aside of Sales Tax Revenue Bond Tax Fund Receipts**

As provided by the Enabling Act, the general resolutions, the financing agreements and the certificate of the Director of the Budget, the State Comptroller is required to set aside, on a monthly basis, Sales Tax Revenue Bond Tax Fund Receipts on deposit in the Sales Tax Revenue Bond Tax Fund, until:

- (a) with respect to financing agreement payments to be made to Authorized Issuers on a semi-annual or annual basis, the amount set aside in the fund during the then current month, together with amounts previously set aside in the fund, equals the sum of (i) one-fifth of the interest due on such obligations on the next succeeding interest payment date multiplied by the number of months from the last such interest payment, and (ii) one-eleventh of the next principal installment due on such obligations where principal is due on an annual basis or one-fifth of the next principal installment due on such obligations where principal is due on a semi-annual basis, in each case multiplied by the number of months from the last such principal payment; and
- (b) with respect to financing agreement payments due on a monthly basis or more frequently, the amount so set aside is, in the reasonable judgment of the Director of the Budget as set forth in his or her certificate, sufficient to make the required payment on or before such payment date.

The Enabling Act provides that Sales Tax Revenue Bond Tax Fund Receipts which have been set aside in sufficient amounts to pay, when due, the financing agreement payments of all Authorized Issuers shall remain in the Sales Tax Revenue Bond Tax Fund (except, if necessary, for payments authorized to be made to the holders of State general obligation bonds) until they are appropriated and used to make financing agreement payments.

Subject to appropriation by the State Legislature, upon receipt of a request for payment from any Authorized Issuer pursuant to a financing agreement, the State Comptroller shall pay over to the trustee, on behalf of such Authorized Issuer, such amount. In the event that Sales Tax Revenue Bond Tax Fund Receipts are insufficient to meet financing agreement payments on all State Sales Tax Revenue Bonds of all the Authorized Issuers as set forth in the

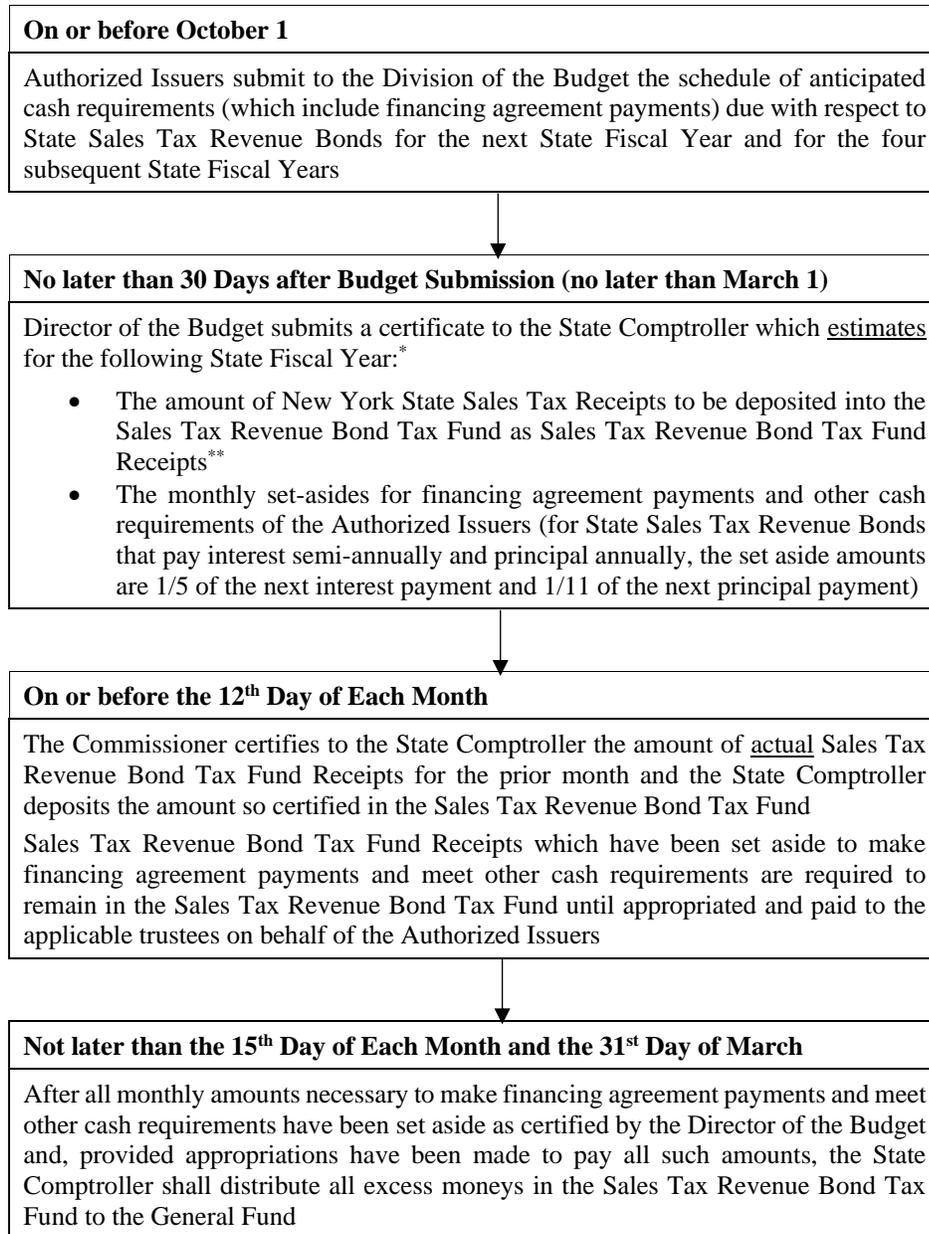
certificate of the Director of the Budget, the State Comptroller is required by the Enabling Act, without appropriation, to immediately transfer from the General Fund to the Sales Tax Revenue Bond Tax Fund, the amount of such deficiency. Amounts so transferred to the Sales Tax Revenue Bond Tax Fund can only be used to pay financing agreement payments (except, if necessary, for payments authorized to be made to the holders of State general obligation bonds).

The State Comptroller shall from time to time, but in no event later than the fifteenth day of each month (other than the last month of the fiscal year) and no later than the thirty-first day of the last month of each fiscal year, pay over and distribute to the credit of the General Fund all moneys in the Sales Tax Revenue Bond Tax Fund, if any, in excess of the aggregate amount required to be set aside for the payment of cash requirements as described above.

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## Flow of Sales Tax Revenue Bond Tax Fund Receipts

The following chart summarizes the flow of Sales Tax Revenue Bond Tax Fund Receipts.



\* The Director of the Budget may revise such certification at any time to more precisely account for revised New York State Sales Tax Receipts estimate or actual debt service and other cash requirements and, to the extent necessary, shall do so not later than thirty days after the issuance of any State Sales Tax Revenue Bonds.

\*\* Equal to a one percent rate of taxation until the last outstanding LGAC Obligations were redeemed on April 1, 2021, at which time Sales Tax Revenue Bond Tax Fund Receipts increased to a two percent rate of taxation.

## **Moneys Held in the Sales Tax Revenue Bond Tax Fund**

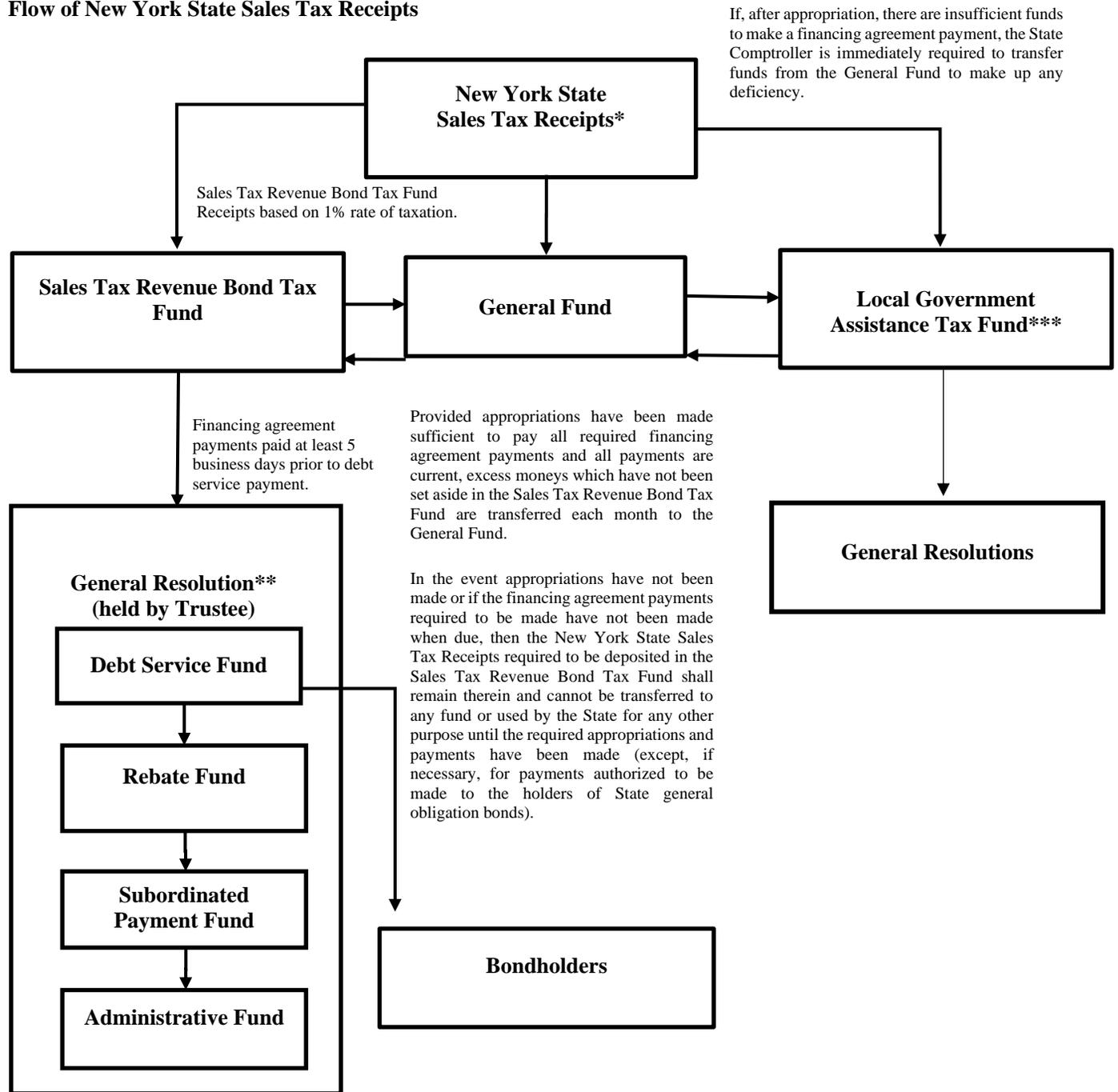
The Enabling Act prohibits the State Comptroller from paying over or distributing any amounts deposited in the Sales Tax Revenue Bond Tax Fund (except, if necessary, for payments authorized to be made to the holders of State general obligation bonds) other than to the Corporation and other Authorized Issuers (which are paid to the applicable trustees on behalf of the Corporation and the other Authorized Issuers), unless two requirements are met. First, all payments as certified by the Director of the Budget for a State Fiscal Year must have been appropriated to the Corporation and other Authorized Issuers for the payment of financing agreement payments (including debt service) in the full amount specified in the certificate of the Director of the Budget. Second, each certified and appropriated payment for which moneys are required to be set aside as provided in the Enabling Act must have been made to the trustees on behalf of the Corporation and other Authorized Issuers when due.

If such appropriations have been made to pay all annual amounts specified in the certificate of the Director of the Budget as being required by the Corporation and all other Authorized Issuers for a State Fiscal Year and all such payments to the applicable trustees on behalf of the Corporation and all other Authorized Issuers are current, then the State Comptroller is required by the Enabling Act to pay over and distribute to the credit of the General Fund, at least once a month, all amounts in the Sales Tax Revenue Bond Tax Fund, if any, in excess of the aggregate amount required to be set aside. The Enabling Act also requires the State Comptroller to pay to the General Fund all sums remaining in the Sales Tax Revenue Bond Tax Fund on the last day of each State Fiscal Year, but only if the State has appropriated and paid to the applicable trustees on behalf of the Corporation and all other Authorized Issuers the amounts necessary for the Corporation and all other Authorized Issuers to meet their cash requirements for the current State Fiscal Year and, to the extent certified by the Director of the Budget, set aside any cash requirements required for the next State Fiscal Year.

In the event that: (i) the State Legislature fails to appropriate all amounts required to make financing agreement payments on State Sales Tax Revenue Bonds to all Authorized Issuers or (ii) having been appropriated and set aside pursuant to a certificate of the Director of the Budget, financing agreement payments have not been made when due on any State Sales Tax Revenue Bonds, the Enabling Act requires that all of the New York State Sales Tax Receipts required to be deposited in the Sales Tax Revenue Bond Tax Fund remain in such fund. Other than to make financing agreement payments from appropriated amounts, the Enabling Act prohibits the transfer of moneys in the Sales Tax Revenue Bond Tax Fund to any other fund or account or use of such moneys by the State for any other purpose (except, if necessary, for payments authorized to be made to the holders of State general obligation bonds) until such time as the required appropriations have been made and all required financing agreement payments have been made to the trustees, on behalf of each Authorized Issuer, including the Corporation.

The Enabling Act provides that no person (including the Authorized Issuers or the holders of State Sales Tax Revenue Bonds) shall have any lien on moneys on deposit in the Sales Tax Revenue Bond Tax Fund and that the State's agreement to make financing agreement payments shall be executory only to the extent such payments have been appropriated.

**Flow of New York State Sales Tax Receipts**



If, after appropriation, there are insufficient funds to make a financing agreement payment, the State Comptroller is immediately required to transfer funds from the General Fund to make up any deficiency.

Sales Tax Revenue Bond Tax Fund Receipts based on 1% rate of taxation.

Financing agreement payments paid at least 5 business days prior to debt service payment.

Provided appropriations have been made sufficient to pay all required financing agreement payments and all payments are current, excess moneys which have not been set aside in the Sales Tax Revenue Bond Tax Fund are transferred each month to the General Fund.

In the event appropriations have not been made or if the financing agreement payments required to be made have not been made when due, then the New York State Sales Tax Receipts required to be deposited in the Sales Tax Revenue Bond Tax Fund shall remain therein and cannot be transferred to any fund or used by the State for any other purpose until the required appropriations and payments have been made (except, if necessary, for payments authorized to be made to the holders of State general obligation bonds).

\* Nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the New York State Sales Tax.  
 \*\* The other Authorized Issuers have adopted or are expected to adopt similar general resolutions.  
 \*\*\* Deposits into the Local Government Assistance Tax Fund will no longer be required in FY 2022-23 due to the retirement of all LGAC Obligations and the \$170 million annual obligation to The City of New York.

## **Appropriation by the State Legislature**

The State may not expend money without an appropriation, except for the payment of debt service on general obligation bonds or notes issued by the State. An appropriation is an authorization approved by the State Legislature to expend money. The State Constitution requires all appropriations of State funds, including funds in the Sales Tax Revenue Bond Tax Fund, to be approved by the State Legislature at least every two years. In addition, the State Finance Law generally provides that appropriations shall cease to have force and effect, except as to liabilities incurred thereunder, at the close of the State Fiscal Year for which they were enacted and that to the extent of liabilities incurred thereunder, such appropriations shall lapse on the succeeding June 30th or September 15th depending on the nature of the appropriation. See “— Moneys Held in the Sales Tax Revenue Bond Tax Fund” in this section.

It is expected that the State Legislature will make an appropriation by amounts on deposit in the Sales Tax Revenue Bond Tax Fund sufficient to pay Financing Agreement Payments when due. Sales Tax Revenue Bond Tax Fund Receipts are expected to exceed the amounts necessary to pay Financing Agreement Payments. The Enabling Act prohibits the transfer of moneys in the Sales Tax Revenue Bond Tax Fund to any other fund or account or the use of such moneys by the State for any other purpose (other than to make financing agreement payments from appropriated amounts, and except, if necessary, for payments authorized to be made to the holders of State general obligation bonds) until such time as the required appropriations and all required financing agreement payments have been made to the trustees on behalf of each Authorized Issuer. The State Legislature may not be bound in advance to make an appropriation, and there can be no assurances that the State Legislature will appropriate the necessary funds as anticipated. Nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the New York State Sales Tax.

All payments required by financing agreements entered into by the State shall be executory only to the extent of the revenues available in the Sales Tax Revenue Bond Tax Fund. The obligation of the State to make financing agreement payments is subject to the State Legislature making annual appropriations for such purpose and such obligation does not constitute or create a debt of the State, nor a contractual obligation in excess of the amounts appropriated therefor. In addition, the State has no continuing legal or moral obligation to appropriate money for payments due under any financing agreement.

**State Sales Tax Revenue Bonds shall not be a debt of the State and the State shall not be liable thereon, nor shall State Sales Tax Revenue Bonds be payable out of any funds other than those pledged therefor. Neither the faith and credit nor the taxing power of the State is pledged to the payment of the principal of, premium, if any, or interest on State Sales Tax Revenue Bonds.**

Pursuant to the Enabling Act, Sales Tax Revenue Bond Tax Fund Receipts which have been set aside to pay when due the financing agreement payments of all Authorized Issuers shall remain in the Sales Tax Revenue Bond Tax Fund until they are appropriated and used to make financing agreement payments. However, the Enabling Act also provides that the use of such Sales Tax Revenue Bond Tax Fund Receipts by the State Comptroller is “subject to the rights of holders of debt of the state” (i.e., general obligation bondholders who benefit from the faith and credit pledge of the State). Pursuant to Article VII Section 16 of the State Constitution, if at any time the State Legislature fails to make an appropriation for general obligation debt service, the State Comptroller is required to set apart from the first revenues thereafter received, applicable to the General Fund, sums sufficient to pay debt service on such general obligation bonds. In the event that such revenues and other amounts in the General Fund are insufficient to so pay State general obligation bondholders, the State may also use amounts on deposit in the Sales Tax Revenue Bond Tax Fund as well as other funds to pay debt service on State general obligation bonds.

The Division of the Budget is not aware of any existing circumstances that would cause Sales Tax Revenue Bond Tax Fund Receipts to be used to pay debt service on State general obligation bonds in the future. The Director of the Budget believes that any failure by the State Legislature to make annual appropriations as contemplated would have a serious impact on the ability of the State and the Authorized Issuers to issue State-supported bonds to raise funds in the public credit markets.

## **Additional Bonds**

As provided in the General Resolution, and expected to be provided in each of the general resolutions of the other Authorized Issuers, except as provided in the next paragraph with respect to certain refunding bonds, additional State Sales Tax Revenue Bonds may be issued only if the amount of Sales Tax Revenue Bond Tax Fund Receipts for any 12 consecutive calendar months ended not more than six months prior to the date of such calculation, as certified by the Director of the Budget, is at least 2.0 times the maximum annual Calculated Debt Service on all outstanding State Sales Tax Revenue Bonds, the additional State Sales Tax Revenue Bonds proposed to be issued and any additional amounts payable with respect to parity reimbursement obligations.

The General Resolution also provides, and each of the other general resolutions is also expected to provide, that additional State Sales Tax Revenue Bonds may be issued to refund outstanding State Sales Tax Revenue Bonds either by meeting the debt service coverage test described above or, in the alternative, by demonstrating that maximum annual debt service on all outstanding State Sales Tax Revenue Bonds will not increase as a result of such refunding.

For additional information, see “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION — Summary of Certain Provisions of the State Sales Tax Revenue Bonds Standard Resolution Provisions — Special Provisions for Additional Bonds” and “— Refunding Bonds.”

## **Parity Reimbursement Obligations**

An Authorized Issuer, including the Corporation, may incur Parity Reimbursement Obligations (as defined in each respective general resolution, including the General Resolution) pursuant to the terms of the general resolution which, subject to certain exceptions, would be secured by a pledge of, and a lien on, the pledged property on a parity with the lien created by the related general resolution with respect to bonds issued thereunder. A Parity Reimbursement Obligation may be incurred in connection with obtaining a Credit Facility and represents the obligation to repay amounts advanced under the Credit Facility. It may include interest calculated at a rate higher than the interest rate on the related State Sales Tax Revenue Bonds and may be secured by a pledge of, and a lien on, pledged property on a parity with the lien created by the general resolution for the State Sales Tax Revenue Bonds only to the extent that principal amortization requirements of the Parity Reimbursement Obligation are equal to the amortization requirements for the related State Sales Tax Revenue Bonds, without acceleration. See “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION — Summary of Certain Provisions of the State Sales Tax Revenue Bonds Standard Resolution Provisions — Credit Facilities; Qualified Swaps and other similar arrangements; Parity Reimbursement Obligations.”

## **Certain Covenants of the State**

Pursuant to the general resolutions, the State pledges and agrees with the holders of State Sales Tax Revenue Bonds, Bond Anticipation Notes, Parity Reimbursement Obligations or other obligations issued or incurred thereunder that the State will not in any way impair the rights and remedies of holders of such State Sales Tax Revenue Bonds, Bond Anticipation Notes, Parity Reimbursement Obligations or other obligations until such State Sales Tax Revenue Bonds, Bond Anticipation Notes, Parity Reimbursement Obligations or other obligations issued or incurred thereunder, together with interest thereon, with interest, if any, on any unpaid installments of interest and all costs and expenses in connection with any action or proceeding by or on behalf of the holders are fully met and discharged.

Pursuant to the Enabling Act and the general resolutions, nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the New York State Sales Tax. An Event of Default under the general resolutions would not occur solely as a result of the State exercising its right to amend, repeal, modify or otherwise alter the statutes imposing or relating to such taxes. However, the Director of the Budget believes that any materially adverse amendment, modification or alteration of, or the repeal of, statutes imposing or related to the New York State Sales Tax could have a serious impact on the flow of New York State Sales

Tax Receipts to the Sales Tax Revenue Bond Tax Fund, the ability of the Authorized Issuers to issue additional State Sales Tax Revenue Bonds and the marketability of outstanding State Sales Tax Revenue Bonds.

### **Reservation of State’s Right to Substitute Credit**

Pursuant to the Enabling Act, the State reserves the right, upon amendment of the State Constitution to permit the issuance of State Revenue Bonds, which may be payable from or secured by revenues that may include the Revenues pledged under the general resolutions, (i) to assume, in whole or in part, State Sales Tax Revenue Bonds, (ii) to extinguish the existing lien on the pledged property created under the general resolutions, and (iii) to substitute security for State Sales Tax Revenue Bonds, in each case only so long as the assumption, extinguishment and substitution is accomplished in accordance with either of two provisions of the general resolutions. (For these purposes, any State Sales Tax Revenue Bonds paid or deemed to have been paid in accordance with the applicable general resolution on or before the date of any assumption, extinguishment and substitution are not to be taken into account in determining compliance with those provisions.) The first provision of the general resolutions is intended to permit an assumption, extinguishment and substitution, without any right of consent of Bondholders or other parties, if certain conditions are satisfied. The second provision of the general resolutions permitting such an assumption, extinguishment and substitution is intended to permit a broader range of changes with the consent of issuers of Credit Facilities and the consent of certain Bondholders. It provides that any such assumption, extinguishment and substitution may be effected if certain conditions are satisfied.

In the event a constitutional amendment becomes a part of the State Constitution, there can be no assurance that the State will exercise its rights of assumption, extinguishment, and substitution with respect to State Sales Tax Revenue Bonds. There can be no assurance that the Corporation or any other Authorized Issuer would be the issuer of any such State Revenue Bonds upon any such assumption, extinguishment and substitution and, if not the Corporation or any other Authorized Issuer, the issuer of such State Revenue Bonds could be the State or another public entity.

See “APPENDIX B — SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION — Summary of Certain Provisions of the State Sales Tax Revenue Bonds Standard Resolution Provisions — Reservation of State Rights of Assumption, Extinguishment and Substitution.”

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## **PART 4 — SOURCES OF NEW YORK STATE SALES TAX RECEIPTS FOR THE SALES TAX REVENUE BOND TAX FUND**

### **General**

In 1965, New York became the 39th state to impose a general sales and compensating use tax; 46 states now impose sales or gross receipts taxes. The statewide rate has been raised three times: from 2 percent to 3 percent on April 1, 1969, to 4 percent on June 1, 1971, and to 4.25 percent effective June 1, 2003 through May 31, 2005. The rate returned to 4 percent on June 1, 2005. The New York State Sales Tax now applies to: (1) sales and use within the State of most tangible personal property; (2) certain utility service billings; and (3) charges for restaurant meals, hotel and motel occupancy, and for specified admissions and services. The base of the tax has been amended periodically since its imposition in 1965. The New York State Sales Tax is generally collected from the consumer by the final vendor, who is generally required to remit the tax quarterly. However, vendors with more than \$300,000 of taxable sales and purchases in one of the immediately preceding four quarters must remit the tax monthly by the twentieth day of the month following the month of collection. Vendors collecting less than \$3,000 yearly may elect to file annually, in March. Vendors required to file monthly with an annual sales and use tax liability exceeding \$500,000 or with an annual liability for prepaid sales tax on motor fuel and diesel motor fuel exceeding \$5 million are required to file using the State Tax Department's PrompTax program. PrompTax is an electronic filing and payment program that is mandatory for certain businesses. The New York State Department of Taxation and Finance notifies vendors if they are required to participate. The payment schedule requires New York State Sales Tax for the first 22 days of a month to be paid within three business days thereafter. Effective May 30, 2011, all filers are subject to a \$50 penalty for each failure to e-file unless the taxpayer can show that the failure was due to reasonable cause.

To reduce tax evasion, special provisions for remitting the New York State Sales Tax on motor fuel and cigarettes have been enacted. Since 1985, the New York State Sales Tax on gasoline has been remitted by the first importer of the fuel into New York. Prior to 2006, the New York State Sales Tax was prepaid at a per gallon rate based on regional prices. Currently, the pre-payment is fixed at 16 cents in the Metropolitan Commuter Transportation District ("MCTD") region and 15 cents per gallon for the rest of the State. The cigarette prepayment rate is 8 percent and is prepaid by cigarette agents at the same time as payment for cigarette excise tax stamps.

Quarterly and annual sales tax filers are allowed to retain a portion of the New York State Sales Tax that they have collected, both as partial compensation for the administrative costs of collecting and remitting the New York State Sales Tax and as an incentive for timely payment of the New York State Sales Tax to the State. The vendor allowance applies to non-monthly filers and is 5 percent of tax liability, up to a maximum of \$200 per quarter for returns filed on time.

In the FY 2020 Enacted Budget, adopted by the State on April 1, 2019, certain Internet marketplace providers are required to collect sales tax, for which a portion of New York State revenues are dedicated to the Metropolitan Transportation Authority after the payment of debt service on Sales Tax Revenue Bonds. Dedicated revenues to the Metropolitan Transportation Authority are expected to be \$320 million in FY 2021 (\$170 million from New York City collections and \$150 million from the State collections), which shall increase by 1 percent annually thereafter. These receipts are expected to be generated from requiring online marketplace providers to collect sales tax on all sales facilitated through their platforms (and the enforcement of the United States Supreme Court ruling in *South Dakota v. Wayfair, Inc.*) via notice from the Department of Taxation and Finance to out-of-state retailers whose annual sales in New York exceed both \$500,000 and 100 transactions that they are required by law to collect and remit sales tax.

### **New York State Sales Tax Receipts**

New York State Sales Tax Receipts constitute the State's second largest source of tax receipts after the personal income tax and accounted for approximately 16.1 percent of State tax receipts in all State Funds in State Fiscal Year 2020-21. The level of New York State Sales Tax Receipts is necessarily dependent upon economic and demographic conditions in the State, and therefore there can be no assurance that historical data with respect to

collections of the New York State Sales Tax will be indicative of future receipts. For additional information related to the State and COVID-19, a respiratory disease caused by a strain of coronavirus, see “APPENDIX A – INFORMATION CONCERNING THE STATE OF NEW YORK – Overview of the Financial Plan – Summary.”

The following table sets forth historical information relating to New York State Sales Tax Receipts from State Fiscal Years 2011-12 through 2020-21, and estimated amounts for the State Fiscal Year 2021-22. The information reflects State Tax Law changes described below.

**New York State Sales Tax Receipts<sup>(1)</sup>**  
**(Dollars in Billions)**

<u>State Fiscal Year</u>	<u>New York State Sales Tax Receipts</u>	<u>Sales Tax Revenue Bond Tax Fund Receipts<sup>(2)</sup></u>	<u>% Change<sup>(3)</sup></u>
2011-12	11.125	2.780	3.1
2012-13	11.232	2.809	1.0
2013-14	11.786	2.954	5.2
2014-15	12.137	3.027	2.5
2015-16	12.485	3.121	3.1
2016-17	12.967	3.242	3.9
2017-18	13.553	3.388	4.5
2018-19	14.164	3.537	4.4
2019-20	15.010	3.753	6.1
2020-21	13.273	3.317	-10.8
2021-22 <sup>(4)</sup>	15.106	7.553	13.8

Source: Division of the Budget.

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- (1) Reflects sales and compensating use tax receipts, net of refunds. Amounts are unadjusted for rate and base changes.
  - (2) Reflects amounts equivalent to a 1 percent rate of taxation prior to FY 2022, and equivalent to a 2 percent rate of taxation beginning FY 2022. Amounts shown prior to the enactment of the Sales Tax Revenue Bond Tax Fund (pre-FY 2014) are pro forma. On April 1, 2021, following the redemption of all outstanding LGAC Obligations, the deposit to the Sales Tax Revenue Bond Fund increased to an amount equal to 2 percent rate of taxation.
  - (3) Represents growth rate of New York State Sales Tax Receipts.
  - (4) As estimated in the First Quarterly Update to the FY 2022 Financial Plan.

Actual 2011-12 receipts of \$11.125 billion reflect an increase of 3.9 percent in the continuing New York State Sales Tax base and State Tax Law changes such as the tax modernization project. In addition, clothing and footwear priced up to \$55 were exempt from New York State Sales Tax until March 31, 2012.

Actual 2012-13 receipts of \$11.232 billion reflect an increase of 3.2 percent in the continuing New York State Sales Tax base and State Tax Law changes such as the exemption for items of clothing and footwear priced under \$110, which went back into effect on April 1, 2012.

Actual 2013-14 receipts of \$11.786 billion reflect an increase of 4.1 percent in the continuing New York State Sales Tax base and certain State Tax Law changes affecting sales tax receipts that went into effect during FY 2013-14. These State Tax Law changes included START-UP NY (tax-free zones on or near qualifying university and college campuses), a driver's license suspension program for certain tax delinquencies and restrictions on certain Industrial Development Agencies ("IDAs") retail projects and a benefit clawback provision.

Actual 2014-15 receipts of \$12.137 billion reflect an increase of 4.7 percent in the continuing New York State Sales Tax base and State Tax Law changes. These Tax Law changes included increasing the sales tax exemption from \$0.75 to \$1.50 on certain food and drink items sold through vending machines and establishing three regions for the prepaid sales tax on fuel to reduce tax evasion at retail.

Actual 2015-16 receipts of \$12.485 billion reflect an increase of 3.6 percent in the continuing New York State Sales Tax base and State Tax Law changes. These Tax Law changes included imposing local sales tax on prepaid wireless based on retail location instead of the customer's residence, exempting solar purchase power agreements from state and local sales tax, extending wine tasting sales and use tax exemption to other alcoholic beverages, an exemption of the portion of the purchase or lease of a boat in excess of \$230,000 from sales and use tax, exempting general aviation aircraft and machinery or equipment installed on aircraft from state and local sales tax, and exempting certain related-party sales arising as a result of the Federal Dodd-Frank Wall Street Reform and Consumer Protection Act.

Actual FY 2016-17 receipts of \$12.967 billion, reflect an increase of 3.6 percent in the continuing New York State Sales Tax base and State Tax Law changes. These Tax Law changes include motor fuel enforcement provisions that require wholesalers to file informational returns that will be used to audit retailers, and the exemption of feminine hygiene products.

Actual FY 2017-18 receipts of \$13.553 billion, reflect an increase of 4.5 percent in the continuing New York State Sales Tax base and State Tax Law changes. These Tax Law changes include exemption of cemetery monuments, the closure of related entities sales tax loopholes and motor fuel prepayment reform.

Actual FY 2018-19 receipts of \$14.164 billion, reflect an increase of 5.4 percent in the continuing New York State Sales Tax base and Tax Law changes. These Tax Law changes include converting the prepared foods purchased for resale and the veterinary sales tax credits/refunds into upfront exemptions and providing Responsible Person sales tax relief for minority LLC owners.

Actual FY 2019-20 receipts of \$14.883 billion reflect an increase of 3.3 percent in the continuing New York State Sales Tax base, tax law changes, and administrative changes. The tax law changes included eliminating the sales tax exemption for ESCOs and requiring internet marketplace providers to collect and pay sales tax on transactions facilitated on their platforms. The administrative changes enforced the collection of sales tax on sales made by out-of-state companies due to the Supreme Court's Decision on South Dakota versus Wayfair.

Actual FY 2020-21 receipts of \$13.273 billion reflect a decrease of 12 percent in the continuing New York State Sales Tax base related to the economic downturn caused by the COVID-19 pandemic.

FY 2021-22 receipts are estimated to be \$15.106 billion, reflecting an increase of 13.5 percent in the continuing New York State Sales Tax base due to the recovery from last year's economic downturn caused by the COVID-19

pandemic, and tax law changes. The tax law changes include eliminating and replacing the racing admissions tax with the State sales tax, extending certain exemptions related to the Dodd-Frank Protection Act for three years, making technical corrections to the sales tax remote vendor registration, extending the alternative fuels exemption for five years, codifying into law the existing tax exemption for breast pumps and certain replacement parts, and extending the exemption for certain vending machine purchases for an additional year.

The New York State Sales Tax Receipts described in this section do not include additional New York State Sales Tax collections in the MCTD region for the Mass Transportation Operating Assistance (“MTOA”) Fund.

The following table sets forth monthly Sales Tax Revenue Bond Tax Fund Receipts from April 1, 2016 through August 31, 2021 and reflects the State Tax Law changes described above.

### Monthly Sales Tax Revenue Bond Tax Fund Receipts

April 1, 2016 Through August 31, 2021

(Millions of Dollars)

MONTH	<u>2016-17</u>	<u>%<sup>(1)</sup></u>	<u>2017-18</u>	<u>%<sup>(1)</sup></u>	<u>2018-19</u>	<u>%<sup>(1)</sup></u>	<u>2019-20</u>	<u>%<sup>(1)</sup></u>	<u>2020-21</u>	<u>%<sup>(1)</sup></u>	<u>2021-22</u>
APRIL	\$ 249.1	8%	\$ 236.5	7%	\$251.4	7%	\$269.1	7%	\$197.1	6%	\$598.7
MAY	237.2	7	243.9	7	263.3	7	275.5	7	184.9	6	590.2
JUNE	327.5	10	338.2	10	362.0	10	371.5	10	286.0	9	804.7
JULY	254.2	8	263.3	8	275.1	8	289.7	8	264.9	8	647.7
AUGUST	242.7	7	257.6	8	274.0	8	290.7	8	268.2	8	625.4
SEPTEMBER	326.3	10	340.6	10	354.9	10	380.8	10	354.5	11	-
OCTOBER	249.9	8	259.9	8	269.2	8	289.2	8	275.0	8	-
NOVEMBER	249.3	8	275.3	8	274.9	8	292.0	8	272.5	8	-
DECEMBER	316.5	10	346.4	10	360.5	10	370.9	10	353.4	11	-
JANUARY	267.5	8	279.9	8	286.8	8	317.5	9	298.9	9	-
FEBRUARY	218.7	7	235.1	7	242.8	7	261.1	7	249.7	8	-
MARCH	<u>302.8</u>	<u>9</u>	<u>311.5</u>	<u>9</u>	<u>322.3</u>	<u>9</u>	<u>310.3</u>	<u>8</u>	<u>312.5</u>	<u>9</u>	-
TOTAL <sup>(3)</sup>	<u>\$3,241.6<sup>(2)</sup></u>	<u>100%</u>	<u>\$3,388.3<sup>(2)</sup></u>	<u>100%</u>	<u>\$3,536.8<sup>(2)</sup></u>	<u>100%</u>	<u>\$3,718.3<sup>(2)</sup></u>	<u>100%</u>	<u>\$3,317.2<sup>(2)</sup></u>	<u>100%</u>	<u>\$3,266.7<sup>(2)</sup></u>

Source: Division of the Budget.

(1) Percentages indicate the monthly share of yearly receipts.

(2) Total may not add due to rounding.

(3) Reflects amounts equivalent to a 1 percent rate of taxation prior to FY 2021-22, and equivalent to a 2 percent rate of taxation beginning in FY 2022.

The following table sets forth the stability in the shares of New York State Sales Tax Receipts when examined by industry. For the entirety of the ten-year period, receipts from the retail and services industries together consistently comprised roughly 70 percent of total receipts.

<u>Year</u> <sup>(2)</sup>	<b>History of Industry Shares of New York State Sales Tax Receipts<sup>(1)</sup></b>								
	<u>Retail Trade</u>	<u>Services</u>	<u>Wholesale Trade</u>	<u>Information</u>	<u>Other</u> <sup>(3)</sup>	<u>Utilities</u>	<u>Manufacturing</u>	<u>Construction</u>	<u>Unclassified</u>
2011	48.2	25.7	5.0	6.4	4.5	3.5	4.3	2.3	0.2
2012	48.4	26.2	5.2	6.0	4.5	3.1	4.2	2.4	0.0
2013	47.2	27.0	5.6	7.0	4.4	3.0	4.2	2.5	0.1
2014	45.8	27.3	5.6	6.8	4.6	3.0	4.1	2.7	0.2
2015	45.3	28.1	5.6	6.7	4.7	2.8	4.1	2.6	0.1
2016	45.2	28.7	5.7	6.4	4.7	2.6	3.9	2.8	0.1
2017	44.2	28.4	5.6	6.3	6.2	2.4	3.9	2.7	0.2
2018	43.8	28.7	5.7	6.0	6.6	2.5	4.0	2.8	0.0
2019	43.2	28.8	5.8	5.8	6.9	2.5	4.1	2.8	0.1
2020 <sup>(4)</sup>	43.2	28.8	5.8	6.0	6.9	2.4	4.0	2.8	0.1

Source: New York State Department of Taxation and Finance.

<sup>(1)</sup> Industry shares within a fiscal year may not add due to rounding.

<sup>(2)</sup> March to February.

<sup>(3)</sup> Includes Agriculture, Mining, Transportation, FIRE (Finance, Insurance and Real Estate), Education, and Government.

<sup>(4)</sup> Preliminary.

For a more detailed discussion of the general economic and financial condition of the State, including the economic impact of the COVID-19 on the State, and its projection of Sales Tax Revenue Bond Tax Fund Receipts, see “APPENDIX A—INFORMATION CONCERNING THE STATE OF NEW YORK.”

## Debt Service Coverage

The following table sets forth (1) Sales Tax Revenue Bond Tax Fund Receipts for a twelve consecutive calendar month period ended not more than six months prior to the date of such calculation, (2) maximum annual debt service on all outstanding State Sales Tax Revenue Bonds, including the projected debt service on the Series 2021 Bonds, and (3) resulting debt service coverage. There can be no assurance that actual Sales Tax Revenue Bond Tax Fund Receipts will not be less than the amounts collected during the calculation period, as a result of numerous factors affecting New York State Sales Tax Receipts that cannot be predicted at this time.

### Debt Service Coverage on State Sales Tax Revenue Bonds (Dollars in Thousands)

Sales Tax Revenue Bond Tax Fund Receipts	\$7,410,121
Maximum Annual Debt Service	\$1,223,318*
Debt Service Coverage	6.1x*

\* Preliminary, subject to change. Assumes deposits into the Sales Tax Revenue Bond Tax Fund in an amount equal to a two percent rate of taxation from the New York State Sales Tax Receipts during the applicable 12 consecutive calendar months for the purpose of calculating the additional bonds debt service coverage test.

## Projected Debt Service Coverage

Based upon the assumptions used in preparing the following table, including assumed average State Sales Tax Revenue Bond issuances of approximately \$1.5 billion annually over the next four years, State Sales Tax Revenue Bond debt service coverage based only upon the Sales Tax Revenue Bond Tax Fund's statutory allocation of an amount equal to a two percent rate of taxation is expected to decline from 5.6 times in State Fiscal Year 2021-22 to 5.5 times in State Fiscal Year 2024-25.

### Projected Debt Service Coverage on State Sales Tax Revenue Bonds State Fiscal Years 2021-22 Through 2024-25\* (Dollars in Thousands)

	<u>FY 2021-22</u>	<u>FY 2022-23</u>	<u>FY 2023-24</u>	<u>FY 2024-25</u>
Projected Sales Tax Revenue Bond Tax Fund Receipts	\$7,553,000	\$7,962,500	\$8,172,000	\$8,374,500
Projected New State Sales Tax Revenue Bonds Issuances	1,983,488	2,127,087	2,134,331	1,982,855
Projected Total State Sales Tax Revenue Bonds Outstanding	12,025,798	13,427,204	14,859,635	16,090,712
Projected Maximum Annual Debt Service	1,348,638	1,449,172	1,505,207	1,534,608
Projected Debt Service Coverage	5.6x	5.5x	5.4x	5.5x

\*As estimated in the First Quarterly Update to the FY 2022 Financial Plan

Additional State Sales Tax Revenue Bonds may be issued, subject to satisfaction of a 2.0 times debt service coverage test. All State Sales Tax Revenue Bonds issued by any Authorized Issuer will be on a parity with each other as to payments from the Sales Tax Revenue Bond Tax Fund, subject to annual appropriation by the State Legislature. See "PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS — Additional Bonds."

## PART 5 — DESCRIPTION OF THE SERIES 2021 BONDS

### General

The Series 2021A Bonds will bear interest, computed on the basis of a 360-day year and 30-day month, from their date of delivery payable on March 15, 2022 and on each March 15 and September 15 thereafter at the rates set forth on the inside cover pages of this Official Statement. The Series 2021B Bonds will bear interest, computed on the basis of a 360-day year and 30-day month, from their date of delivery payable on March 15, 2022 and on each March 15 and September 15 thereafter at the rates set forth on the inside cover pages of this Official Statement. The Series 2021 Bonds will be issued in denominations of \$5,000 or any integral multiple thereof.

The Series 2021 Bonds will be issued under a book-entry only system, and will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York, which will act as bond depository for the Series 2021 Bonds. Principal or redemption price of and interest on the Series 2021 Bonds are payable by The Bank of New York Mellon, as Trustee and Paying Agent, to Cede & Co., so long as Cede & Co. is the registered owner of the Series 2021 Bonds, as nominee for DTC, which will, in turn, remit such principal and interest to the DTC Participants for subsequent disbursement to the Beneficial Owners (See "PART 8 — BOOK-ENTRY ONLY SYSTEM" below).

## Optional Redemption\*

### *Series 2021A Bonds*

The Series 2021A Bonds maturing on and before March 15, 2031 are not subject to optional redemption prior to maturity. The Series 2021A Bonds maturing after March 15, 2031 are subject to optional redemption prior to maturity on or after September 15, 2031, in any order, at the option of the Corporation, as a whole or in part at any time, at a redemption price of par, plus accrued interest to the redemption date.

### *Series 2021B Bonds*

The Series 2021B Bonds are subject to optional redemption prior to maturity as a whole or in part, in any order, at the option of the Corporation, on any Business Day, (i) before September 15, 2031 at the Make-Whole Redemption Price described below, and (ii) on or after September 15, 2031, at a Redemption Price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption.

The “Make-Whole Redemption Price” is the greater of (i) 100% of the principal amount of the Series 2021B Bonds to be redeemed and (ii) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2021B Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2021B Bonds are to be redeemed, discounted to the date on which the Series 2021B Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the adjusted Treasury Rate (as defined below) plus (i) 0 basis points for the Series 2021B Bonds maturing in years 2023 through 2025, inclusive; (ii) 15 basis points for the Series 2021B Bonds maturing in years 2026 through 2031, inclusive; and (iii) 25 basis points for the Series 2021B Bonds maturing in years 2032 through 2036, inclusive, plus accrued and unpaid interest on the Series 2021B Bonds to be redeemed on the redemption date.

The “Treasury Rate” is, as of any redemption date, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two Business Days, but no more than 60 calendar days, prior to the redemption date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) most nearly equal to the period from the redemption date to the maturity date of the Series 2021B Bonds to be redeemed; (taking into account any sinking fund installments for such bonds).

## Mandatory Sinking Fund Redemption

The Series 2021A Bonds maturing on March 15, 20\_\_ are Term Bonds subject to mandatory redemption in part, on March 15 in the years shown below, at a Redemption Price equal to the principal amount thereof, plus accrued interest, if any, to the date of redemption in an amount equal to the Sinking Fund Installments for such Bonds for such date:

Series 2021A Term Bond Maturing March 15, 20__	
<u>Year</u>	<u>Sinking Fund Installments</u>
20__	\$ _____
20__ <sup>†</sup>	_____

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\* Preliminary, subject to change.

† Stated maturity.

The Series 2021B Bonds maturing on March 15, 20\_\_ are Term Bonds subject to mandatory redemption in part, on March 15 in the years shown below, at a Redemption Price equal to the principal amount thereof, plus accrued interest, if any, to the date of redemption in an amount equal to the Sinking Fund Installments for such Bonds for such date:

Series 2021B Term Bond	
<u>Maturing March 15, 20__</u>	
<u>Year</u>	<u>Sinking Fund Installments</u>
20__	\$_____
20__	_____
20__	_____
20__ <sup>†</sup>	_____

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† Stated maturity.

In connection with any optional redemption or purchase and cancellation of the Series 2021 Term Bonds of a series and maturity, the principal amount of such series and maturity of Term Bonds being redeemed or purchased and cancelled shall be allocated against the scheduled sinking fund redemption amounts set forth above for the Term Bonds of such series and maturity in such manner as the Corporation may direct and the scheduled sinking fund installments payable thereafter shall be modified as to such series and maturity of Series 2021 Bonds. In such event, the Corporation shall provide to the Trustee a revised schedule of sinking fund installments. If fewer than all of any Series 2021 Bonds of the same series and maturity are to be redeemed, the particular Series 2021 Bonds of such series and maturity to be redeemed will be determined as set forth below under “Selection of Bonds to be Redeemed; Notice of Redemption.”

#### **Selection of Bonds to be Redeemed; Notice of Redemption**

In the case of redemptions of Series 2021 Bonds at the option of the Corporation, the Corporation will select the maturities of the Series 2021 Bonds to be redeemed.

If less than all of the Series 2021A Bonds of a maturity are to be redeemed, the Trustee shall assign to each Outstanding Series 2021A Bond of such maturity to be redeemed a distinctive number for each unit of the principal amount of such Series 2021A Bonds, equal to the lowest denomination in which such Series 2021A Bonds are authorized to be issued and shall select by lot, using such method of selection as it shall deem proper in its discretion, from the numbers assigned to such Series 2021A Bonds, as many numbers as, at such unit amount equal to the lowest denomination in which such Series 2021A Bonds are authorized to be issued for each number, shall equal the principal amount of such Series 2021A Bonds to be redeemed.

In the case of optional redemption of the Series 2021B Bonds, if less than all of the Series 2021B Bonds are to be redeemed, the particular Series 2021B Bonds or portions thereof to be redeemed are to be selected on a “Pro Rata Pass-Through Distribution of Principal” basis in accordance with DTC operational procedures then in effect. Such procedures currently provide for adjustment of the principal by a factor provided by the Trustee. If the Trustee does not provide the necessary information or does not identify the redemption as on a “Pro Rata Pass-Through Distribution of Principal” basis, the Series 2021B Bonds will be selected for redemption in accordance with DTC procedures by lot. It is expected that redemption allocations to be made by DTC, the DTC Participants or such other intermediaries that may exist between the Corporation and the owners of the Series 2021B Bonds would be made on a “Pro Rata Pass-Through Distribution of Principal” basis as described above. However, no assurance can be provided that DTC, the

DTC Participants or any other intermediaries will allocate redemptions among the owners on such basis. If operational procedures of DTC (or of any successor depository) do not allow for the redemption of the Series 2021B Bonds on a “Pro Rata Pass-Through Distribution of Principal” basis, the Series 2021B Bonds will be selected for redemption by lot.

Any notice of redemption of the Series 2021 Bonds may state that it is conditional upon receipt by the Trustee of money sufficient to pay the Redemption Price of such Series 2021 Bonds or upon the satisfaction of any other condition, or that it may be rescinded upon the occurrence of any other event, and any conditional notice so given may be rescinded at any time before payment of such Redemption Price if any such condition so specified is not satisfied or if any such other event occurs. Notice of such rescission shall be given by the Trustee to affected Bondholders as promptly as practicable upon the failure of such condition or the occurrence of such other event.

When the Trustee shall have received notice from the Corporation that Series 2021 Bonds are to be redeemed, the Trustee shall give notice, in the name of the Corporation, of the redemption of such Series 2021 Bonds, which notice shall specify the Series 2021 Bonds to be redeemed, the redemption date and the place or places where amounts due upon such redemption will be payable and, if less than all of the Series 2021 Bonds are to be redeemed, the letters and numbers or other distinguishing marks of such Series 2021 Bonds to be redeemed, if applicable, that such notice is conditional and the conditions that must be satisfied, and in the case of Series 2021 Bonds to be redeemed in part only, such notice shall also specify the respective portions of the principal amount thereof to be redeemed.

Such notice shall further state that on the redemption date there shall become due and payable upon each Series 2021 Bond or portion thereof to be redeemed the Redemption Price thereof, together with interest accrued to the redemption date, and that from and after such date interest thereon shall cease to accrue and be payable on the Series 2021 Bonds or portions thereof to be redeemed.

Notice of any redemption shall be mailed by the Trustee, postage prepaid, no less than thirty (30) days before the redemption date, to the Owners of any Series 2021 Bonds or portions of Series 2021 Bonds, which are to be redeemed, at their last address, if any, appearing upon the registry books.

## **PART 6 — THE PROJECTS**

The Series 2021 Bonds are being issued for the purposes of financing Authorized Purposes.

It is expected that proceeds of the Series 2021 Bonds will be used to (i) finance or reimburse all or a portion of the costs of programs and projects within the State, including but not limited to Transportation projects, Education projects, Economic Development projects, State Facilities, Statewide Equipment, Youth Facilities, SAM, IT projects, Environmental projects, Division of Military & Naval Affairs, Division of State Police, Housing, and Correctional Facilities, (ii) refund certain State-supported debt previously issued by the Corporation, including paying the costs of any interest rate exchange agreement terminations relating to such refunded bonds, and (iii) pay certain costs relating to the issuance of the Series 2021 Bonds.

**The Series 2021 Bonds are not secured by the Projects or any interest therein.**

## **PART 7 — THE REFUNDING PLAN**

A portion of the proceeds of each series of the Series 2021 Bonds, together with other available funds, are expected to be used to refund various series of bonds issued by the Corporation, including paying the costs of any interest rate exchange agreement terminations relating to such refunded bonds, as listed in “APPENDIX F—REFUNDED BONDS CANDIDATES” hereto (collectively, the “Refunded Bonds”).

## PART 8 — BOOK-ENTRY ONLY SYSTEM

### The Depository Trust Company

The following information concerning DTC and DTC's book-entry system has been obtained from sources that the Corporation believes to be reliable, but the Corporation takes no responsibility for the accuracy thereof.

The Depository Trust Company ("DTC"), New York, New York, will act as securities depository for the Series 2021 Bonds. References to the Series 2021 Bonds under this caption "— Book-Entry Only System" shall mean all Series 2021 Bonds, the beneficial interests in which are owned in the United States. The Series 2021 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 Series 2021 Bond certificate will be issued for each maturity of each series of the Series 2021 Bonds, each in the aggregate principal amount of such maturity (and interest rates, if applicable), and will be deposited with DTC. Purchasers may own beneficial interests in the Series 2021 Bonds through DTC, Clearstream Banking, S.A. ("Clearstream Banking") or Euroclear Bank S.A./N.V. as operator of the Euroclear System ("Euroclear").

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 SEC. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of the Series 2021 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the related Series 2021 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2021 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 Series 2021 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 Series 2021 Bonds, except in the event that use of the book-entry system for the Series 2021 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2021 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 the Series 2021 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2021 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2021 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.

Redemption notices shall be sent to DTC. If less than all of any series of the Series 2021 Bonds within a stated maturity (and interest rates, if applicable) are being redeemed, DTC's practice is to determine by lot the amount of interest of each Direct Participant in such maturity (and interest rates, if applicable) to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2021 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 Corporation 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 Series 2021 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, redemption premium, if any, and interest payments on the Series 2021 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 Corporation 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 Corporation, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, redemption premium, if any, and interest 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 Corporation, 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.

The Corporation and the Trustee may treat DTC (or its nominee) as the sole and exclusive registered owner of the Series 2021 Bonds registered in its name for the purposes of payment of the principal and redemption premium, if any, of, or interest on, the Series 2021 Bonds, giving any notice permitted or required to be given to registered owners under the Resolution, registering the transfer of the Series 2021 Bonds, or other action to be taken by registered owners and for all other purposes whatsoever. The Corporation and the Trustee shall not have any responsibility or obligation to any Direct or Indirect Participant, any person claiming a beneficial ownership interest in the Series 2021 Bonds under or through DTC or any Direct or Indirect Participant, or any other person which is not shown on the registration books of the Corporation (kept by the Trustee) as being a registered owner, with respect to 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 amount in respect of the principal, redemption premium, if any, or interest on the Series 2021 Bonds; any notice which is permitted or required to be given to registered owners thereunder or under the conditions to transfers or exchanges adopted by the Corporation; or other action taken by DTC as registered owner. Interest, redemption premium, if any, and principal will be paid by the Trustee to DTC, or its nominee. Disbursement of such payments to the Direct or Indirect Participants is the responsibility of DTC and disbursement of such payments to the Beneficial Owners is the responsibility of the Direct or Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to any series of the Series 2021 Bonds at any time by giving reasonable notice to the Corporation or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, Series 2021 Bond certificates are required to be printed and delivered.

The Corporation may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository) for any series of the Series 2021 Bonds. In that event, Series 2021 Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Corporation believes to be reliable, but the Corporation takes no responsibility for the accuracy thereof.

Each person for whom a Participant acquires an interest in the Series 2021 Bonds, as nominee, may desire to make arrangements with such Participant to receive a credit balance in the records of such Participant, and may desire to make arrangements with such Participant to have all notices of redemption or other communications of DTC, which may affect such persons, to be forwarded in writing by such Participant and to have notification made of all interest payments. NEITHER THE CORPORATION NOR THE TRUSTEE WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO SUCH PARTICIPANTS OR THE PERSONS FOR WHOM THEY ACT AS NOMINEES WITH RESPECT TO THE SERIES 2021 BONDS.

So long as Cede & Co. is the registered owner of the Series 2021 Bonds, as nominee for DTC, references herein to the Bondholders or registered owners of the Series 2021 Bonds (other than under the caption "PART 13 — TAX MATTERS" and "PART 19 — CONTINUING DISCLOSURE" herein) shall mean Cede & Co., as aforesaid, and shall not mean the Beneficial Owners of the Series 2021 Bonds.

When reference is made to any action which is required or permitted to be taken by the Beneficial Owners, such reference only relates to those permitted to act (by statute, regulation or otherwise) on behalf of such Beneficial Owners for such purposes. When notices are given, they will be sent by the Trustee to DTC only.

For every transfer and exchange of Series 2021 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.

NEITHER THE CORPORATION NOR THE PURCHASERS SHALL HAVE ANY RESPONSIBILITY OR OBLIGATION TO PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO: (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DIRECT PARTICIPANT, OR ANY INDIRECT PARTICIPANT; (2) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OF, OR REDEMPTION PREMIUM, IF ANY, OR INTEREST ON, THE SERIES 2021 BONDS; (3) ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO SERIES 2021 BONDHOLDERS UNDER THE RESOLUTIONS; (4) ANY CONSENT GIVEN BY DTC OR OTHER ACTION TAKEN BY DTC AS A SERIES 2021 BONDHOLDER; (5) THE SELECTION BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE SERIES 2021 BONDS; OR (6) ANY OTHER MATTER.

## **Global Clearance Procedures**

### ***Euroclear and Clearstream Banking***

Euroclear and Clearstream Banking have advised the Corporation as follows: Euroclear and Clearstream Banking each hold securities for their customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective account holders. Euroclear and Clearstream Banking provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream Banking also deal with domestic securities markets in several countries through established depository and custodial relationships. Euroclear and Clearstream Banking have established an electronic bridge between their two systems across which their respective participants may settle trades with each other. Euroclear and Clearstream Banking customers are worldwide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to

Euroclear and Clearstream Banking is available to other institutions that clear through or maintain a custodial relationship with an account holder of either system, either directly or indirectly.

### ***Clearing and Settlement Procedures***

The Series 2021 Bonds sold in offshore transactions will be initially issued to investors through the book-entry facilities of DTC, or Clearstream Banking and Euroclear in Europe if the investors are participants in those systems, or indirectly through organizations that are participants in the systems. For any of such Series 2021 Bonds, the record holder will be DTC's nominee. Clearstream Banking and Euroclear will hold omnibus positions on behalf of their participants through customers' securities accounts in Clearstream Banking's and Euroclear's names on the books of their respective depositories.

The depositories, in turn, will hold positions in customers' securities accounts in the depositories' names on the books of DTC. Because of time zone differences, the securities account of a Clearstream Banking or Euroclear participant as a result of a transaction with a participant, other than a depository holding on behalf of Clearstream Banking or Euroclear, will be credited during the securities settlement processing day, which must be a business day for Clearstream Banking or Euroclear, as the case may be, immediately following the DTC settlement date. These credits or any transactions in the securities settled during the processing will be reported to the relevant Euroclear participant or Clearstream Banking participant on that business day. Cash received in Clearstream Banking or Euroclear as a result of sales of securities by or through a Clearstream Banking participant or Euroclear participant to a DTC Participant, other than the depository for Clearstream Banking or Euroclear, will be received with value on the DTC settlement date but will be available in the relevant Clearstream Banking or Euroclear cash account only as of the business day following settlement in DTC.

Transfers between participants will occur in accordance with DTC rules. Transfers between Clearstream Banking participants or Euroclear participants will occur in accordance with their respective rules and operating procedures. Cross-market transfers between persons holding directly or indirectly through DTC, on the one hand, and directly or indirectly through Clearstream Banking participants or Euroclear participants, on the other, will be effected in DTC in accordance with DTC rules on behalf of the relevant European international clearing system by the relevant depositories; however, cross-market transactions will require delivery of instructions to the relevant European international clearing system by the counterparty in the system in accordance with its rules and procedures and within its established deadlines in European time. The relevant European international clearing system will, if the transaction meets its settlement requirements, deliver instructions to its depository to take action to effect final settlement on its behalf by delivering or receiving securities in DTC, and making or receiving payment in accordance with normal procedures for same day funds settlement applicable to DTC. Clearstream Banking participants or Euroclear participants may not deliver instructions directly to the depositories.

The Corporation will not impose any fees in respect of holding the Series 2021 Bonds; however, holders of book-entry interests in the Series 2021 Bonds may incur fees normally payable in respect of the maintenance and operation of accounts in the DTC, Euroclear and Clearstream Banking.

### ***Initial Settlement***

Interests in the Series 2021 Bonds will be in uncertified book-entry form. Purchasers electing to hold book-entry interests in the Series 2021 Bonds through Euroclear and Clearstream Banking accounts will follow the settlement procedures applicable to conventional Eurobonds. Book-entry interests in the Series 2021 Bonds will be credited to Euroclear and Clearstream Banking participants' securities clearance accounts on the business day following the date of delivery of the Series 2021 Bonds against payment (value as on the date of delivery of the Series 2021 Bonds). DTC participants acting on behalf of purchasers electing to hold book-entry interests in the Series 2021 Bonds through DTC will follow the delivery practices applicable to securities eligible for DTC's Same Day Funds Settlement system. DTC participants' securities accounts will be credited with book-entry interests in the Series 2021 Bonds following confirmation of receipt of payment to the Corporation on the date of delivery of the Series 2021 Bonds.

### ***Secondary Market Trading***

Secondary market trades in the Series 2021 Bonds will be settled by transfer of title to book-entry interests in Euroclear, Clearstream Banking or DTC, as the case may be. Title to such book-entry interests will pass by registration of the transfer within the records of Euroclear, Clearstream Banking or DTC, as the case may be, in accordance with their respective procedures. Book-entry interests in the Series 2021 Bonds may be transferred within Euroclear and within Clearstream Banking and between Euroclear and Clearstream Banking in accordance with procedures established for these purposes by Euroclear and Clearstream Banking. Book-entry interests in the Series 2021 Bonds may be transferred within DTC in accordance with procedures established for this purpose by DTC. Transfer of book-entry interests in the Series 2021 Bonds between Euroclear or Clearstream Banking and DTC may be effected in accordance with procedures established for this purpose by Euroclear, Clearstream Banking and DTC.

### ***Special Timing Considerations***

Investors should be aware that investors will only be able to make and receive deliveries, payments and other communications involving the Series 2021 Bonds through Euroclear or Clearstream Banking on days when those systems are open for business. In addition, because of time-zone differences, there may be complications with completing transactions involving Clearstream Banking and/or Euroclear on the same business day as in the United States. U.S. investors who wish to transfer their interests in the Series 2021 Bonds, or to receive or make a payment or delivery of Series 2021 Bonds, on a particular day, may find that the transactions will not be performed until the next business day in Luxembourg if Clearstream Banking is used, or Brussels if Euroclear is used.

### ***General***

Neither Euroclear or Clearstream Banking is under any obligation to perform or continue to perform the procedures referred to above, and such procedures may be discontinued at any time.

Neither the Corporation nor any of its agents will have any responsibility for the performance by Euroclear or Clearstream Banking or their respective direct or indirect participants or account holders of their respective obligations under the rules and procedures governing their operations or the arrangements referred to above.

THE INFORMATION IN THIS SUBSECTION CONCERNING DTC, EUROCLEAR AND CLEARSTREAM BANKING HAS BEEN OBTAINED FROM SOURCES THAT THE CORPORATION AND THE PURCHASERS BELIEVE TO BE RELIABLE, BUT NONE OF THE CORPORATION OR THE PURCHASERS TAKE ANY RESPONSIBILITY FOR THE ACCURACY THEREOF OR MAKE ANY REPRESENTATION AS TO THE COMPLETENESS OR THE ACCURACY OF SUCH INFORMATION OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF.

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**PART 9 — DEBT SERVICE REQUIREMENTS**

The following schedule sets forth, for each 12-month period ending March 31 of the years shown, the amounts required for the payment of debt service on the Series 2021 Bonds, for the payment of debt service on other outstanding State Sales Tax Revenue Bonds and the aggregate total during each such period.

**Series 2021 Bonds**

<b>12-Month Period Ending March 31</b>	<b>Principal Payments</b>	<b>Interest Payment</b>	<b>Total Debt Service</b>	<b>Other Outstanding State Sales Tax Revenue Bonds Debt Service<sup>(1)(2)</sup></b>	<b>Aggregate Debt Service<sup>(2)</sup></b>
2022	\$	\$	\$	\$ 1,171,278,920	\$
2023				1,081,614,576	
2024				946,802,473	
2025				887,552,536	
2026				834,089,020	
2027				794,739,215	
2028				743,010,667	
2029				748,703,263	
2030				755,314,951	
2031				739,200,243	
2032				730,875,326	
2033				667,871,446	
2034				679,893,274	
2035				617,593,625	
2036				565,661,838	
2037				476,350,425	
2038				475,083,350	
2039				433,321,600	
2040				433,314,600	
2041				433,340,350	
2042				433,316,850	
2043				433,314,750	
2044				423,041,350	
2045				390,041,350	
2046				370,447,350	
2047				370,468,700	
2048				293,387,650	
2049				78,589,000	
2050				0	
2051				0	
	\$	\$	\$	\$ 17,008,218,696	\$

(1) The information set forth under the column captioned “Other Outstanding State Sales Tax Revenue Bonds Debt Service” reflects debt service on outstanding State Sales Tax Revenue Bonds and on State Sales Tax Revenue Bonds contractually obligated to be issued and delivered by Authorized Issuers as of the date of this Official Statement. The State expects that Authorized Issuers will be issuing State Sales Tax Revenue Bonds from time to time and to the extent that such other State Sales Tax Revenue Bonds are either issued or contractually obligated to be issued and delivered pursuant to one or more executed bond purchase agreements or bond awards after the date of this Official Statement, this Official Statement will not be supplemented to reflect such updated information.

(2) Totals may not add due to rounding.

## PART 10 — ESTIMATED SOURCES AND USES OF FUNDS

### Series 2021A Bonds

The following table sets forth the estimated sources and uses of funds with respect to the Series 2021A Bonds:

Sources of Funds	
Principal Amount of Series 2021A Bonds .....	\$
[Net] Original Issue Premium/Discount .....	
Other Available Funds .....	
Total Sources.....	\$
Uses of Funds	
Deposit to Bond Proceeds Fund .....	\$
Refunding Costs <sup>(1)</sup> .....	
Costs of Issuance <sup>(2)</sup> .....	
Initial Purchasers' Discount .....	
Total Uses.....	\$

### Series 2021B Bonds

The following table sets forth the estimated sources and uses of funds with respect to the Series 2021B Bonds:

Sources of Funds	
Principal Amount of Series 2021B Bonds.....	\$
Total Sources.....	\$
Uses of Funds	
Deposit to Bond Proceeds Fund .....	\$
Refunding Costs <sup>(1)</sup> .....	
Costs of Issuance <sup>(1)(2)</sup> .....	
Initial Purchasers' Discount .....	
Total Uses.....	\$

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(1) Includes swap termination payments in connection with certain Refunded Bonds.

(2) Includes New York State Bond Issuance Charge for such Bonds.

## PART 11 — THE CORPORATION

### General

The Corporation is a corporate governmental agency of the State constituting a political subdivision and a public benefit corporation. The Corporation's principal office is located at 633 Third Avenue, New York, New York 10017.

The UDC Act provides that the Corporation's existence shall continue until terminated by law, but that no such law may take effect so long as the Corporation has bonds, notes or other obligations outstanding unless adequate provision is made for the payment thereof in the documents securing the same.

The Corporation was originally created to facilitate the development of affordable housing for low, moderate and middle income persons and families among other purposes. Corporation residential projects were located

throughout the State, concentrated in central city areas. All Corporation residential projects were subject to and governed by the State's Private Housing Finance Law.

During 1974, the Corporation experienced difficulty in meeting its commitments for financing the completion of certain primarily residential projects for which the Corporation would receive, upon completion, substantial federal mortgage subsidy payments. In February 1975 the State, in response, created the New York State Project Finance Agency ("PFA") to assist in the completion of such projects. PFA received funds from State appropriations, issued bonds and notes and made the proceeds thereof, together with revenues in excess of debt service requirements, available to the Corporation. Supervisory jurisdiction over the Corporation's residential projects being financed with PFA's assistance was transferred to the Division of Housing and Community Renewal of the State of New York. In 1979, the New York State Mortgage Loan Enforcement and Administration Corporation ("MLC") was organized as a Corporation subsidiary to service, administer and enforce the rights of the Corporation and PFA related to residential interest subsidies and certain other real estate investments. MLC is substantially inactive. All PFA bonds have been paid and on February 27, 2005, PFA's corporate existence was terminated by operation of law. The Corporation's mortgage housing portfolio securing its residential projects and the associated federal mortgage subsidy payments were transferred to the New York State Housing Finance Agency on June 5, 2013. The Corporation does not presently contemplate making mortgages to any new residential projects.

### **Economic Development Programs**

The Corporation has redirected its efforts to promote economic development on the local and Statewide levels. The Corporation's goal is to create and retain jobs, particularly in economically distressed areas throughout the State from the largest urban centers to the smallest rural communities.

The Corporation, on behalf of the State, undertakes projects which would not be financially or organizationally feasible for the private sector alone. The State Legislature has provided the Corporation with various statutory powers, including the powers to condemn real property, invest in property at below-market interest rates, issue tax-exempt bonds, offer tax benefits to developers, and waive compliance, where appropriate, with local codes and laws.

In addition to the use of these extraordinary powers, the Corporation provides financial assistance through grants, low-cost project financing, including loans and interest subsidy grants; and technical assistance in management, finance and project design.

In the past 30 years, the Corporation has undertaken, developed and constructed many significant projects, including the Jacob K. Javits Convention Center, South Street Seaport and other numerous large-scale development projects. Today, the Corporation's large ongoing projects include the Atlantic Yards, Belmont Park, Queens West and Moynihan Station redevelopment projects in New York City.

The Corporation has also formed the Lower Manhattan Development Corporation, a subsidiary responsible for the distribution of available relief and other funds and the rebuilding of lower Manhattan.

The Corporation also administers an array of less prominent, but significant economic development programs throughout the State, such as the New NY Broadband Initiative, which is a \$500 million program to support the development of infrastructure to bring high-speed internet access to unserved and underserved regions throughout the State. The New NY Broadband Initiative provides funds to support private infrastructure projects necessary to meet the State's goals for access to high-speed internet.

Since January 1, 1997, over 11,400 projects have been approved, totalling more than \$15.2 billion in grants and \$458.7 million in loans. More than 547,800 jobs have been retained and 242,900 jobs have been created by these projects.

Through its Finance Division, the Corporation has issued approximately \$28.6 billion in State-supported bonds to help finance economic development and special State purpose projects. These include correctional facilities, youth centers, State facilities, sports facilities, university-based technology centers and community enhancement facilities.

### **Consolidation**

In order to increase efficiency, reduce administrative overhead and enhance the delivery of New York State's economic development initiatives, various economic development functions and staff have been consolidated. The staff and functions of the Corporation, MLC and the Job Development Authority ("JDA") have been combined. While each of these entities retains a separate corporate existence, they operate in a consolidated manner. ESD and the Department of Economic Development are responsible for providing and coordinating all of the State's economic development initiatives.

The legal corporate entities of the Corporation and JDA will remain intact for the purpose of issuing bonds and/or notes pursuant to legislative powers. The consolidation will have no legal impact on any of the outstanding Corporation or JDA bonds.

### **Directors; Corporate Management**

The membership of the Corporation as constituted under the UDC Act consists of nine directors, as follows: two ex-officio directors and seven directors appointed by the Governor with the advice and consent of the Senate. From the seven directors appointed by him, the Governor designates a Chairman and two other directors who serve at the pleasure of the Governor. The four remaining directors appointed by the Governor serve for four-year terms which expire in successive years. Directors continue to serve in office until their successors have been appointed and qualified.

The Corporation's present directors and senior officers include the following:

#### **Directors**

Howard A. Zemsky, Chairman Emeritus – Empire State Development and Managing Partner – Larkin Development Group

Hilda Rosario Escher

Eric J. Gertler

Sherry A. Glied, Dean, Robert F. Wagner Graduate School of Public Service – New York University

Adrienne A. Harris, Acting Superintendent - New York State Department of Financial Services

Cesar A. Perales, former New York State Secretary of State

Michael K. Rosen, Managing Partner, TRGP Investment Partners, LP

Kevin Younis, Executive Deputy Commissioner - New York State Department of Economic Development

#### **Senior Officers**

Kevin Younis, Chief Operating Officer

Elaine A. Kloss, Chief Financial Officer

Goldie Weixel, Senior Managing Attorney

Kathleen Mize, Deputy Chief Financial Officer and Controller

Matthew Bray, Treasurer

Debbie Royce, Corporate Secretary

The Corporation's staff includes experienced business executives, financial analysts, accountants, lawyers, urban planners, project managers and specialists in industrial and commercial development. The Corporation consults with local governments, local private organizations and community groups. The Corporation also utilizes the professional services of architects, engineers, planners, lawyers, accountants and specialists in real estate finance, development and marketing, construction technology, urban research and other relevant technical fields. In addition to the Corporation's principal office in New York City, the Corporation has established regional offices in principal development centers throughout the State.

### **Financial Advisor**

Public Resources Advisory Group is acting as financial advisor to the Division of the Budget in connection with the sale and issuance of the Series 2021 Bonds.

### **Claims and Litigation**

Although certain claims and litigation have been asserted or commenced against the Corporation, the Corporation believes that such claims and litigation either are covered by insurance or by bonds filed with the Corporation, or that the Corporation has sufficient funds available or the legal power and ability to seek sufficient funds to meet any such claims or judgments resulting from such matters.

## **PART 12 — AGREEMENT OF THE STATE**

The UDC Act provides that the State pledges and agrees with the holders of the Corporation's notes and bonds that the State will not limit or alter the rights vested in the Corporation to, among other things, fulfill the terms of any agreements made with the holders of the Corporation's notes and bonds or in any way impair the rights and remedies of the holders of such notes and bonds until such notes and bonds and interest thereon and all costs and expenses in connection with any action or proceeding by or on behalf of the holders of such notes and bonds are fully met and discharged. The General Resolution includes such pledge to the fullest extent enforceable under applicable Federal and State law. Nevertheless, nothing shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise alter statutes imposing or relating to the New York State Sales Tax imposed pursuant to Sections 1105 and 1110 of the Tax Law. An Event of Default under the General Resolution would not occur solely as a result of the State exercising its right to amend, repeal, modify or otherwise alter such taxes and fees.

## **PART 13 — TAX MATTERS**

### **Series 2021A Bonds**

#### ***Federal Income Taxes***

The Internal Revenue Code of 1986, as amended (the "Code"), imposes certain requirements that must be met subsequent to the issuance and delivery of the Series 2021A Bonds for interest thereon to be and remain excluded from gross income for Federal income tax purposes. Noncompliance with such requirements could cause the interest on the Series 2021A Bonds to be included in gross income for Federal income tax purposes retroactive to the date of issue of the Series 2021A Bonds. Pursuant to the Resolution and a Tax Certificate as to Arbitrage and the Provisions of Sections

103 and 141-150 of the Internal Revenue Code of 1986 (the “Tax Certificate”), the Corporation and certain departments, agencies and authorities of the State of New York (the “Departments”) have covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Series 2021A Bonds from gross income for Federal income tax purposes pursuant to Section 103 of the Code. In addition, the Corporation and the Departments have made certain representations and certifications in the Resolution and the Tax Certificate. Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, will not independently verify the accuracy of those representations and certifications.

In the respective opinions of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, under existing law and assuming compliance with the aforementioned covenants, and the accuracy of certain representations and certifications made by the Corporation and the Departments described above, interest on the Series 2021A Bonds is excluded from gross income for Federal income tax purposes under Section 103 of the Code. Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, are also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code.

#### ***State Taxes***

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., are also of the opinion that, under existing law, interest on the Series 2021A Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York). Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, express no opinion as to other State or local tax consequences arising with respect to the Series 2021A Bonds nor as to the taxability of the Series 2021A Bonds or the income therefrom under the laws of any state other than the State of New York.

#### ***Original Issue Discount***

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., are further of the opinion that the excess of the principal amount of a maturity of the Series 2021A Bonds over the issue price (i.e., the first price at which price a substantial amount of such maturity of the Series 2021A Bonds was sold to the public, excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters or wholesalers) (each, a “Discount Bond” and collectively the “Discount Bonds”) constitutes original issue discount which is excluded from gross income for federal income tax purposes to the same extent as interest on the Series 2021A Bonds. Further, such original issue discount accrues actuarially on a constant interest rate basis over the term of each Discount Bond and the basis of each Discount Bond acquired at such issue price by an initial purchaser thereof will be increased by the amount of such accrued original issue discount. The accrual of original issue discount may be taken into account as an increase in the amount of tax-exempt income for purposes of determining various other tax consequences of owning the Discount Bonds, even though there will not be a corresponding cash payment. Owners of the Discount Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Discount Bonds.

#### ***Original Issue Premium***

Series 2021A Bonds sold at prices in excess of their principal amounts are “Premium Bonds”. An initial purchaser with an initial adjusted basis in a Premium Bond in excess of its principal amount will have amortizable bond premium which offsets the amount of tax-exempt interest and is not deductible from gross income for federal income tax purposes. The amount of amortizable bond premium for a taxable year is determined actuarially on a constant interest rate basis over the term of each Premium Bond based on the purchaser’s yield to maturity (or, in the case of Premium Bonds callable prior to their maturity, over the period to the call date, based on the purchaser’s yield to the call date and giving effect to any call premium). For purposes of determining gain or loss on the sale or other disposition of a Premium Bond, an initial purchaser who acquires such obligation with an amortizable bond premium is required to decrease such purchaser’s adjusted basis in such Premium Bond annually by the amount of amortizable bond premium for the taxable year. The amortization of bond premium may be taken into account as a reduction in the amount of tax-exempt income for purposes of determining various other tax consequences of owning such Series

2021A Bonds. Owners of the Premium Bonds are advised that they should consult with their own advisors with respect to the state and local tax consequences of owning such Premium Bonds.

### ***Ancillary Tax Matters***

Ownership of the Series 2021A Bonds may result in other federal tax consequences to certain taxpayers, including, without limitation, certain S corporations, foreign corporations with branches in the United States, property and casualty insurance companies, individuals receiving Social Security or Railroad Retirement benefits, and individuals seeking to claim the earned income credit. Ownership of the Series 2021A Bonds may also result in other federal tax consequences to taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the Series 2021A Bonds. Prospective investors are advised to consult their own tax advisors regarding these rules.

Interest paid on tax-exempt obligations such as the Series 2021A Bonds is subject to information reporting to the Internal Revenue Service (the “IRS”) in a manner similar to interest paid on taxable obligations. In addition, interest on the Series 2021A Bonds may be subject to backup withholding if such interest is paid to a registered owner that (a) fails to provide certain identifying information (such as the registered owner’s taxpayer identification number) in the manner required by the IRS, or (b) has been identified by the IRS as being subject to backup withholding.

Neither Nixon Peabody LLP nor D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, is rendering any opinion as to any Federal tax matters other than those described in its opinion attached as part of APPENDIX E. Prospective investors, particularly those who may be subject to special rules described above, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Series 2021A Bonds, as well as any tax consequences arising under the laws of any state or other taxing jurisdiction.

### ***Changes in Law and Post Issuance Events***

Legislative or administrative actions and court decisions, at either the federal or state level, could have an adverse impact on the potential benefits of the exclusion from gross income of the interest on the Series 2021A Bonds for Federal or state income tax purposes, and thus on the value or marketability of the Series 2021A Bonds. This could result from changes to Federal or state income tax rates, changes in the structure of Federal or state income taxes (including replacement with another type of tax), repeal of the exclusion of the interest on the Series 2021A Bonds from gross income for Federal or state income tax purposes, or otherwise. It is not possible to predict whether any legislative or administrative actions or court decisions having an adverse impact on the federal or state income tax treatment of holders of the Series 2021A Bonds may occur. Prospective purchasers of the Series 2021A Bonds should consult their own tax advisors regarding the impact of any changes in law on the Series 2021A Bonds.

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, have not undertaken to advise in the future whether any events after the date of issuance and delivery of the Series 2021A Bonds may affect the tax status of interest on the Series 2021A Bonds. Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, express no opinion as to any Federal, state or local tax law consequences with respect to the Series 2021A Bonds, or the interest thereon, if any action is taken with respect to the Series 2021A Bonds or the proceeds thereof upon the advice or approval of other counsel.

### **Series 2021B Bonds**

The following is a summary of certain anticipated United States federal income tax consequences of the purchase, ownership and disposition of the Series 2021B Bonds. The summary is based upon the provisions of the Code, the Treasury Regulations promulgated thereunder and the judicial and administrative rulings and decisions now in effect, all of which are subject to change. Such authorities may be repealed, revoked, or modified, possibly with retroactive effect, so as to result in United States federal income tax consequences different from those described below. The summary generally addresses Series 2021B Bonds held as capital assets within the meaning of Section 1221 of

the Code and does not purport to address all aspects of federal income taxation that may affect particular investors in light of their individual circumstances or certain types of investors subject to special treatment under the federal income tax laws, including but not limited to financial institutions, insurance companies, dealers in securities or currencies, persons holding such Series 2021B Bonds as a hedge against currency risks or as a position in a “straddle,” “hedge,” “constructive sale transaction” or “conversion transaction” for tax purposes, or persons whose functional currency is not the United States dollar. It also does not deal with holders other than original purchasers that acquire Series 2021B Bonds at their initial issue price except where otherwise specifically noted. Potential purchasers of the Series 2021B Bonds should consult their own tax advisors in determining the federal, state, local, foreign and other tax consequences to them of the purchase, holding and disposition of the Series 2021B Bonds.

The Corporation has not sought and will not seek any rulings from the Internal Revenue Service with respect to any matter discussed herein. No assurance can be given that the Internal Revenue Service would not assert, or that a court would not sustain, a position contrary to any of the tax characterizations and tax consequences set forth below.

### ***U.S. Holders***

As used herein, the term “**U.S. Holder**” means a beneficial owner of Series 2021B Bonds that is (a) an individual citizen or resident of the United States for federal income tax purposes, (b) a corporation, including an entity treated as a corporation for federal income tax purposes, created or organized in or under the laws of the United States or any State thereof (including the District of Columbia), (c) an estate whose income is subject to federal income taxation regardless of its source, or (d) a trust if a court within the United States can exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust. Notwithstanding clause (d) of the preceding sentence, to the extent provided in Treasury regulations, certain trusts in existence on August 20, 1996, and treated as United States persons prior to that date that elect to continue to be treated as United States persons, also will be U.S. Holders. In addition, if a partnership (or other entity or arrangement treated as a partnership for federal income tax purposes) holds Series 2021B Bonds, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. If a U.S. Holder is a partner in a partnership (or other entity or arrangement treated as a partnership for federal income tax purposes) that holds Series 2021B Bonds, the U.S. Holder is urged to consult its own tax advisor regarding the specific tax consequences of the purchase, ownership and dispositions of the Series 2021B Bonds.

### ***Taxation of Interest Generally***

Interest on the Series 2021B Bonds is not excluded from gross income for federal income tax purposes under Section 103 of the Code and so will be fully subject to federal income taxation. Purchasers will be subject to federal income tax accounting rules affecting the timing and/or characterization of payments received with respect to such Series 2021B Bonds. In general, interest paid on the Series 2021B Bonds and recovery of any accrued original issue discount and market discount will be treated as ordinary income to a bondholder, and after adjustment for the foregoing, principal payments will be treated as a return of capital to the extent of the U.S. Holder’s adjusted tax basis in the Series 2021B Bonds and capital gain to the extent of any excess received over such basis.

### ***Recognition of Income Generally***

Section 451(b) of the Code provides that purchasers using an accrual method of accounting for U.S. federal income tax purposes may be required to include certain amounts in income no later than the time such amounts are reflected on certain financial statements of such purchaser. In this regard, Treasury Regulations provide that, with the exception of certain fees, the rule in section 451(b) will generally not apply to the timing rules for original issue discount and market discount, or to the timing rules for de minimis original issue discount and market discount. Prospective purchasers of the Series 2021B Bonds should consult their own tax advisors regarding any potential applicability of these rules and their impact on the timing of the recognition of income related to the Series 2021B Bonds under the Code.

### ***Original Issue Discount***

The following summary is a general discussion of certain federal income tax consequences of the purchase, ownership and disposition of Series 2021B Bonds issued with original issue discount (“Taxable Discount Bonds”). A Series 2021B Bond will be treated as having been issued with an original issue discount if the excess of its “stated redemption price at maturity” (defined below) over its issue price (defined as the initial offering price to the public at which a substantial amount of the Series 2021B Bonds of the same maturity have first been sold to the public, excluding bond houses and brokers) equals or exceeds one quarter of one percent of such Series 2021B Bond’s stated redemption price at maturity multiplied by the number of complete years to its maturity (or, in the case of an installment obligation, its weighted average maturity).

A Series 2021B Bond’s “stated redemption price at maturity” is the total of all payments provided by the Series 2021B Bond that are not payments of “qualified stated interest.” Generally, the term “qualified stated interest” includes stated interest that is unconditionally payable in cash or property (other than debt instruments of the issuer) at least annually at a single fixed rate or certain floating rates.

In general, the amount of original issue discount includible in income by the initial holder of a Taxable Discount Bond is the sum of the “daily portions” of original issue discount with respect to such Taxable Discount Bond for each day during the taxable year in which such holder held such Bond. The daily portion of original issue discount on any Taxable Discount Bond is determined by allocating to each day in any “accrual period” a ratable portion of the original issue discount allocable to that accrual period.

An accrual period may be of any length, and may vary in length over the term of a Taxable Discount Bond, provided that each accrual period is not longer than one year and each scheduled payment of principal or interest occurs at the end of an accrual period. The amount of original issue discount allocable to each accrual period is equal to the difference between (i) the product of the Taxable Discount Bond’s adjusted issue price at the beginning of such accrual period and its yield to maturity (determined on the basis of compounding at the close of each accrual period and appropriately adjusted to take into account the length of the particular accrual period) and (ii) the amount of any qualified stated interest payments allocable to such accrual period. The “adjusted issue price” of a Taxable Discount Bond at the beginning of any accrual period is the sum of the issue price of the Taxable Discount Bond plus the amount of original issue discount allocable to all prior accrual periods minus the amount of any prior payments on the Taxable Discount Bond that were not qualified stated interest payments. Under these rules, holders generally will have to include in income increasingly greater amounts of original issue discount in successive accrual periods.

Holders utilizing the accrual method of accounting may generally, upon election, include in gross income all interest (including stated interest, acquisition discount, original issue discount, de minimis original issue discount, market discount, de minimis market discount, and unstated interest, as adjusted by any amortizable bond premium or acquisition premium) on a Series 2021B Bond by using the constant yield method applicable to original issue discount, subject to certain limitations and exceptions.

### ***Market Discount***

A holder who purchases a Series 2021B Bond at a price which includes market discount (i.e., at a purchase price that is less than its adjusted issue price in the hands of an original owner) in excess of a prescribed de minimis amount will be required to recharacterize all or a portion of the gain as ordinary income upon receipt of each scheduled or unscheduled principal payment or upon other disposition. In particular, such holder will generally be required either (a) to allocate each such principal payment to accrued market discount not previously included in income and to recognize ordinary income to that extent and to treat any gain upon sale or other disposition of such a Series 2021B Bond as ordinary income to the extent of any remaining accrued market discount or (b) to elect to include such market discount in income currently as it accrues on all market discount instruments acquired by such holder on or after the first day of the taxable year to which such election applies.

The Code authorizes the Treasury Department to issue regulations providing for the method for accruing market discount on debt instruments the principal of which is payable in more than one installment. Until such time as regulations are issued by the Treasury Department, certain rules described in the legislative history of the Tax Reform Act of 1986 will apply. Under those rules, market discount will be included in income either (a) on a constant interest basis or (b) in proportion to the accrual of stated interest.

A holder of a Series 2021B Bond who acquires such Series 2021B Bond at a market discount also may be required to defer, until the maturity date of such Series 2021B Bond or the earlier disposition in a taxable transaction, the deduction of a portion of the amount of interest that the holder paid or accrued during the taxable year on indebtedness incurred or maintained to purchase or carry a Series 2021B Bond in excess of the aggregate amount of interest (including original issue discount) includable in such holder's gross income for the taxable year with respect to such Series 2021B Bond. The amount of such net interest expense deferred in a taxable year may not exceed the amount of market discount accrued on the Series 2021B Bond for the days during the taxable year on which the holder held the Series 2021B Bond and, in general, would be deductible when such market discount is includable in income. The amount of any remaining deferred deduction is to be taken into account in the taxable year in which the Series 2021B Bond matures or is disposed of in a taxable transaction. In the case of a disposition in which gain or loss is not recognized in whole or in part, any remaining deferred deduction will be allowed to the extent gain is recognized on the disposition. This deferral rule does not apply if the bondholder elects to include such market discount in income currently as described above.

#### ***Bond Premium***

A holder of a Series 2021B Bond who purchases such Series 2021B Bond at a cost greater than its remaining redemption amount will have amortizable bond premium. If the holder elects to amortize this premium under Section 171 of the Code (which election will apply to all Series 2021B Bonds held by the holder on the first day of the taxable year to which the election applies and to all Series 2021B Bonds thereafter acquired by the holder), such a holder must amortize the premium using constant yield principles based on the holder's yield to maturity. Amortizable bond premium is generally treated as an offset to interest income, and a reduction in basis is required for amortizable bond premium that is applied to reduce interest payments. Purchasers of Series 2021B Bonds who acquire such Series 2021B Bonds at a premium should consult with their own tax advisors with respect to federal, state and local tax consequences of owning such Series 2021B Bonds.

#### ***Surtax on Unearned Income***

Section 1411 of the Code generally imposes a tax of 3.8% on the "net investment income" of certain individuals, trusts and estates. Among other items, net investment income generally includes gross income from interest and net gain attributable to the disposition of certain property, less certain deductions. U.S. Holders should consult their own tax advisors regarding the possible implications of this provision in their particular circumstances.

#### ***Sale or Redemption of Bonds***

A bondholder's adjusted tax basis for a Series 2021B Bond is the price such holder pays for the Series 2021B Bond plus the amount of original issue discount and market discount previously included in income and reduced on account of any payments received on such Series 2021B Bond other than "qualified stated interest" and any amortized bond premium. Gain or loss recognized on a sale, exchange or redemption of a Series 2021B Bond, measured by the difference between the amount realized and the bondholder's tax basis as so adjusted, will generally give rise to capital gain or loss if the Series 2021B Bond is held as a capital asset (except in the case of Series 2021B Bonds acquired at a market discount, in which case a portion of the gain will be characterized as interest and therefore ordinary income).

If the terms of a Series 2021B Bond are materially modified, in certain circumstances, a new debt obligation would be deemed "reissued", or created and exchanged for the prior obligation in a taxable transaction. Among the modifications which may be treated as material are those related to the redemption provisions and, in the case of a

nonrecourse obligation, those which involve the substitution of collateral. In addition, the defeasance of a Series 2021B Bond under the defeasance provisions of the Resolution could result in a deemed sale or exchange of such Series 2021B Bond.

EACH POTENTIAL HOLDER OF SERIES 2021B BONDS SHOULD CONSULT ITS OWN TAX ADVISOR CONCERNING (1) THE TREATMENT OF GAIN OR LOSS ON SALE, REDEMPTION OR DEFEASANCE OF THE SERIES 2021B BONDS, AND (2) THE CIRCUMSTANCES IN WHICH SERIES 2021B BONDS WOULD BE DEEMED REISSUED AND THE LIKELY EFFECTS, IF ANY, OF SUCH REISSUANCE.

### *Non-U.S. Holders*

The following is a general discussion of certain United States federal income tax consequences resulting from the beneficial ownership of Series 2021B Bonds by a person other than a U.S. Holder, a former United States citizen or resident, or a partnership or entity treated as a partnership for United States federal income tax purposes (a “Non-U.S. Holder”).

Subject to the discussion of backup withholding and the Foreign Account Tax Compliance Act (“FATCA”), payments of principal by the Corporation or any of its agents (acting in its capacity as agent) to any Non-U.S. Holder will not be subject to federal withholding tax. In the case of payments of interest to any Non-U.S. Holder, however, federal withholding tax will apply unless the Non-U.S. Holder (1) does not own (actually or constructively) 10 percent or more of the voting equity interests of the Corporation, (2) is not a controlled foreign corporation for United States tax purposes that is related to the Corporation (directly or indirectly) through stock ownership, and (3) is not a bank receiving interest in the manner described in Section 881(c)(3)(A) of the Code. In addition, either (1) the Non-U.S. Holder must certify on the applicable IRS Form W-8 (series) (or successor form) to the Corporation, its agents or paying agents or a broker under penalties of perjury that it is not a U.S. person and must provide its name and address, or (2) a securities clearing organization, bank or other financial institution, that holds customers’ securities in the ordinary course of its trade or business and that also holds the Series 2021B Bonds must certify to the Corporation or its agent under penalties of perjury that such statement on the applicable IRS Form W-8 (series) (or successor form) has been received from the Non-U.S. Holder by it or by another financial institution and must furnish the interest payor with a copy.

Interest payments may also be exempt from federal withholding tax depending on the terms of an existing Federal Income Tax Treaty, if any, in force between the U.S. and the resident country of the Non-U.S. Holder. The U.S. has entered into an income tax treaty with a limited number of countries. In addition, the terms of each treaty differ in their treatment of interest and original issue discount payments. Non-U.S. Holders are urged to consult their own tax advisor regarding the specific tax consequences of the receipt of interest payments, including original issue discount. A Non-U.S. Holder that does not qualify for exemption from withholding as described above must provide the Corporation or its agent with documentation as to his, her, or its identity to avoid the U.S. backup withholding tax on the amount allocable to a Non-U.S. Holder. The documentation may require that the Non-U.S. Holder provide a U.S. tax identification number.

If a Non-U.S. Holder is engaged in a trade or business in the United States and interest on a Series 2021B Bond held by such holder is effectively connected with the conduct of such trade or business, the Non-U.S. Holder, although exempt from the withholding tax discussed above (provided that such holder timely furnishes the required certification to claim such exemption), may be subject to United States federal income tax on such interest in the same manner as if it were a U.S. Holder. In addition, if the Non-U.S. Holder is a foreign corporation, it may be subject to a branch profits tax equal to 30% (subject to a reduced rate under an applicable treaty) of its effectively connected earnings and profits for the taxable year, subject to certain adjustments. For purposes of the branch profits tax, interest on a Series 2021B Bond will be included in the earnings and profits of the holder if the interest is effectively connected with the conduct by the holder of a trade or business in the United States. Such a holder must provide the payor with a properly executed IRS Form W-8ECI (or successor form) to claim an exemption from United States federal withholding tax.

Generally, any capital gain realized on the sale, exchange, retirement or other disposition of a Series 2021B Bond by a Non-U.S. Holder will not be subject to United States federal income or withholding taxes if (1) the gain is not effectively connected with a United States trade or business of the Non-U.S. Holder, and (2) in the case of an individual, the Non-U.S. Holder is not present in the United States for 183 days or more in the taxable year of the sale, exchange, retirement or other disposition, and certain other conditions are met.

For newly issued or reissued obligations, such as the Series 2021B Bonds, FATCA imposes U.S. withholding tax on interest payments and, for dispositions after December 31, 2018, gross proceeds of the sale of the Series 2021B Bonds paid to certain foreign financial institutions (which is broadly defined for this purpose to generally include non-U.S. investment funds) and certain other non-U.S. entities if certain disclosure and due diligence requirements related to U.S. accounts or ownership are not satisfied, unless an exemption applies. An intergovernmental agreement between the United States and an applicable non-U.S. country may modify these requirements. In any event, bondholders or beneficial owners of the Series 2021B Bonds shall have no recourse against the Corporation, nor will the Corporation be obligated to pay any additional amounts to “gross up” payments to such persons, as a result of any withholding or deduction for, or on account of, any present or future taxes, duties, assessments or government charges with respect to payments in respect of the Series 2021B Bonds. However, it should be noted that on December 13, 2018, the IRS issued Proposed Treasury Regulation Section 1.1473-1(a)(1) which proposes to remove gross proceeds from the definition of “withholdable payment” for this purpose.

Non-U.S. Holders should consult their own tax advisors with respect to the possible applicability of federal withholding and other taxes upon income realized in respect of the Series 2021B Bonds.

#### ***Information Reporting and Backup Withholding***

For each calendar year in which the Series 2021B Bonds are outstanding, the Corporation, its agents or paying agents or a broker is required to provide the IRS with certain information, including a holder’s name, address and taxpayer identification number (either the holder’s Social Security number or its employer identification number, as the case may be), the aggregate amount of principal and interest paid to that holder during the calendar year and the amount of tax withheld, if any. This obligation, however, does not apply with respect to certain U.S. Holders, including corporations, tax-exempt organizations, qualified pension and profit-sharing trusts, and individual retirement accounts and annuities.

If a U.S. Holder subject to the reporting requirements described above fails to supply its correct taxpayer identification number in the manner required by applicable law or under-reports its tax liability, the Corporation, its agents or paying agents or a broker may be required to make “backup” withholding of tax on each payment of interest or principal on the Series 2021B Bonds. This backup withholding is not an additional tax and may be credited against the U.S. Holder’s federal income tax liability, provided that the U.S. Holder furnishes the required information to the IRS.

Under current Treasury Regulations, backup withholding and information reporting will not apply to payments of interest made by the Corporation, its agents (in their capacity as such) or paying agents or a broker to a Non-U.S. Holder if such holder has provided the required certification that it is not a U.S. person (as set forth in the second paragraph under “Non-U.S. Holders” above), or has otherwise established an exemption (provided that neither the Corporation nor its agent has actual knowledge that the holder is a U.S. person or that the conditions of an exemption are not in fact satisfied).

Payments of the proceeds from the sale of a Series 2021B Bond to or through a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, information reporting (but not backup withholding) may apply to those payments if the broker is one of the following: (i) a U.S. person; (ii) a controlled foreign corporation for U.S. tax purposes; (iii) a foreign person 50-percent or more of whose gross income from all sources for the three-year period ending with the close of its taxable year preceding the payment was effectively

connected with a United States trade or business; or (iv) a foreign partnership with certain connections to the United States.

Payment of the proceeds from a sale of a Series 2021B Bond to or through the United States office of a broker is subject to information reporting and backup withholding unless the holder or beneficial owner certifies as to its taxpayer identification number or otherwise establishes an exemption from information reporting and backup withholding.

The preceding federal income tax discussion is included for general information only and may not be applicable depending upon a holder's particular situation. Holders should consult their tax advisors with respect to the tax consequences to them of the purchase, ownership and disposition of the Series 2021B Bonds, including the tax consequences under federal, state, local, foreign and other tax laws and the possible effects of changes in those tax laws.

### *State Taxes*

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, are also of the opinion that, under existing law, interest on the Series 2021B Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York). Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., Co-Bond Counsel, express no opinion as to other State or local tax consequences arising with respect to the Series 2021B Bonds nor as to the taxability of the Series 2021B Bonds or the income therefrom under the laws of any state other than the State of New York.

### *Changes in Law and Post Issuance Events*

Legislative or administrative actions and court decisions, at either the federal or state level, could have an impact on the inclusion in gross income of interest on the Series 2021B Bonds for federal or state income tax purposes, and thus on the value or marketability of the Series 2021B Bonds. This could result from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), or otherwise. It is not possible to predict whether any such legislative or administrative actions or court decisions will occur or have an adverse impact on the federal or state income tax treatment of holders of the Series 2021B Bonds. Prospective purchasers of the Series 2021B Bonds should consult their own tax advisors regarding the impact of any change in law or proposed change in law on the Series 2021B Bonds.

**IN ALL EVENTS, ALL INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS IN DETERMINING THE FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE SERIES 2021B BONDS.**

### **ERISA Considerations**

The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), imposes certain fiduciary obligations and prohibited transaction restrictions on employee pension and welfare benefit plans subject to Title I of ERISA ("ERISA Plans"). Section 4975 of the Code imposes essentially the same prohibited transaction restrictions on tax-qualified retirement plans described in Section 401(a) and 403(a) of the Code, which are exempt from tax under Section 501(a) of the Code, other than governmental and church plans as defined herein ("Qualified Retirement Plans"), and on Individual Retirement Accounts ("IRAs") described in Section 408(b) of the Code (collectively, "Tax-Favored Plans"). Certain employee benefit plans such as governmental plans (as defined in Section 3(32) of ERISA) ("Governmental Plans"), and, if no election has been made under Section 410(d) of the Code, church plans (as defined in Section 3(33) of ERISA) ("Church Plans"), are not subject to ERISA requirements. Additionally, such Governmental Plans and Church Plans are not subject to the requirements of Section 4975 of the Code but may be subject to applicable federal, state or local law ("Similar Laws") which is, to a material extent, similar to the foregoing provisions of ERISA

or the Code. Accordingly, assets of such plans may be invested in the Series 2021 Bonds without regard to the ERISA and Code considerations described below, subject to the provisions of Similar Laws.

In addition to the imposition of general fiduciary obligations, including those of investment prudence and diversification and the requirement that a plan's investment be made in accordance with the documents governing the plan, Section 406 of ERISA and Section 4975 of the Code prohibit a broad range of transactions involving assets of ERISA Plans and Tax-Favored Plans and entities whose underlying assets include plan assets by reason of ERISA Plans or Tax-Favored Plans investing in such entities (collectively, "Benefit Plans") and persons who have certain specified relationships to the Benefit Plans ("Parties In Interest" or "Disqualified Persons"), unless a statutory or administrative exemption is available. The definitions of "Party in Interest" and "Disqualified Person" are expansive. While other entities may be encompassed by these definitions, they include, most notably: (1) fiduciary with respect to a plan; (2) a person providing services to a plan; (3) an employer or employee organization any of whose employees or members are covered by the plan; and (4) the owner of an IRA. Certain Parties in Interest (or Disqualified Persons) that participate in a prohibited transaction may be subject to a penalty (or an excise tax) imposed pursuant to Section 502(i) of ERISA (or Section 4975 of the Code) unless a statutory or administrative exemption is available. Without an exemption an IRA owner may disqualify his or her IRA.

Certain transactions involving the purchase, holding or transfer of the Series 2021 Bonds might be deemed to constitute prohibited transactions under ERISA and Section 4975 of the Code if assets of the Corporation or the Departments were deemed to be assets of a Benefit Plan. Under final regulations issued by the United States Department of Labor (the "Plan Assets Regulation"), the assets of the Corporation or the Departments would be treated as plan assets of a Benefit Plan for the purposes of ERISA and Section 4975 of the Code only if the Benefit Plan acquires an "equity interest" in the Corporation or the Departments and none of the exceptions contained in the Plan Assets Regulation is applicable. An equity interest is defined under the Plan Assets Regulation as an interest in an entity other than an instrument which is treated as indebtedness under applicable local law and which has no substantial equity features. Although there is little guidance on this matter, it appears that the Series 2021 Bonds should be treated as debt without substantial equity features for purposes of the Plan Assets Regulation. This determination is based upon the traditional debt features of the Series 2021 Bonds, including the reasonable expectation of purchasers of Series 2021 Bonds that the Series 2021 Bonds will be repaid when due, traditional default remedies, as well as the absence of conversion rights, warrants and other typical equity features.

However, without regard to whether the Series 2021 Bonds are treated as an equity interest for such purposes, though, the acquisition or holding of Series 2021 Bonds by or on behalf of a Benefit Plan could be considered to give rise to a prohibited transaction if the Corporation, the Departments or the Trustee, or any of their respective affiliates, is or becomes a Party in Interest or a Disqualified Person with respect to such Benefit Plan.

Most notably, ERISA and the Code generally prohibit the lending of money or other extension of credit between an ERISA Plan or Tax-Favored Plan and a Party in Interest or a Disqualified Person, and the acquisition of any of the Series 2021 Bonds by a Benefit Plan would involve the lending of money or extension of credit by the Benefit Plan. In such a case, however, certain exemptions from the prohibited transaction rules could be applicable depending on the type and circumstances of the plan fiduciary making the decision to acquire a Series 2021 Bond. Included among these exemptions are: Prohibited Transaction Class Exemption ("PTCE") 96-23, regarding transactions effected by certain "in-house asset managers"; PTCE 90-1, regarding investments by insurance company pooled separate accounts; PTCE 95-60, regarding transactions effected by "insurance company general accounts"; PTCE 91-38, regarding investments by bank collective investment funds; and PTCE 84-14, regarding transactions effected by "qualified professional asset managers." Further, the statutory exemption in Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code provides for an exemption for transactions involving "adequate consideration" with persons who are Parties in Interest or Disqualified Persons solely by reason of their (or their affiliate's) status as a service provider to the Benefit Plan involved and none of whom is a fiduciary with respect to the Benefit Plan assets involved (or an affiliate of such a fiduciary). There can be no assurance that any class or other exemption will be available with respect to any particular transaction involving the Series 2021 Bonds, or that, if available, the exemption would cover all possible prohibited transactions.

By acquiring a Series 2021 Bond (or interest therein), each purchaser and transferee (and if the purchaser or transferee is a Plan, its fiduciary) is deemed to represent and warrant that either (i) it is not acquiring the Series 2021 Bond (or interest therein) with the assets of a Benefit Plan, Governmental Plan or Church Plan; or (ii) the acquisition and holding of the Series 2021 Bond (or interest therein) will not give rise to a nonexempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or Similar Laws. A purchaser or transferee who acquires Series 2021 Bonds with assets of a Benefit Plan represents that such purchaser or transferee has considered the fiduciary requirements of ERISA, the Code or Similar Laws and has consulted with counsel with regard to the purchase or transfer.

Because the Corporation, the Departments, Trustee or any of their respective affiliates may receive certain benefits in connection with the sale of the Series 2021 Bonds, the purchase of the Series 2021 Bonds using plan assets of a Benefit Plan over which any of such parties has investment authority or provides investment advice for a direct or indirect fee may be deemed to be a violation of the prohibited transaction rules of ERISA or Section 4975 of the Code or Similar Laws for which no exemption may be available. Accordingly, any investor considering a purchase of Series 2021 Bonds using plan assets of a Benefit Plan should consult with its counsel if the Corporation, the Departments, the Trustee or any of their respective affiliates has investment authority or provides investment advice for a direct or indirect fee with respect to such assets or is an employer maintaining or contributing to the Benefit Plan.

Any ERISA Plan fiduciary considering whether to purchase the Series 2021 Bonds on behalf of an ERISA Plan should consult with its counsel regarding the applicability of the fiduciary responsibility and prohibited transaction provisions of ERISA and Section 4975 of the Code to such investment and the availability of any of the exemptions referred to above. Persons responsible for investing the assets of Tax-Favored Plans that are not ERISA Plans should seek similar counsel with respect to the prohibited transaction provisions of the Code and the applicability of Similar Laws.

#### **PART 14 — LITIGATION**

There is no litigation or other proceeding pending or, to the knowledge of the Corporation, threatened in any court, agency or other administrative body (either State or Federal) restraining or enjoining the issuance, sale or delivery of the Series 2021 Bonds, or in any way questioning or affecting (i) the proceedings under which the Series 2021 Bonds are to be issued, (ii) the pledge effected under the General Resolution, or (iii) the validity of any provision of the Enabling Act, the Series 2021 Bonds, the General Resolution or the Financing Agreement.

#### **PART 15 — CERTAIN LEGAL MATTERS**

Certain legal matters incident to the authorization, issuance, sale and delivery of the Series 2021 Bonds are subject to the approval of Nixon Peabody LLP, New York, New York, and D. Seaton and Associates, P.A., P.C., New York, New York, Co-Bond Counsel to the Corporation, and to certain other conditions. The approving opinions of Co-Bond Counsel will be delivered with the Series 2021 Bonds. The proposed forms of such opinions are included in this Official Statement as Appendix D.

#### **PART 16 — SALE BY COMPETITIVE BIDDING**

The Series 2021 Bonds will be awarded pursuant to electronic competitive bidding to be held via the BiDCOMP/PARITY Competitive Bidding System on behalf of the Corporation on October 14, 2021, unless postponed or cancelled, as set forth in the respective Notices of Sale contained in Appendix G.

The Notice of Sale for the Series 2021A Bonds provides that the Series 2021A Bonds are being offered for sale in four separate bidding groups (each a “Bidding Group”) pursuant to four separate electronic bids, as provided in such Notice of Sale and as each such Bidding Group may be changed in accordance with such Notice of Sale. The Notice of Sale for the Series 2021A Bonds further provides that the initial purchaser of the Series 2021A Bonds in a Bidding Group will purchase all Series 2021A Bonds in such Bidding Group, if any such Series 2021A Bonds are

purchased, such purchase obligation being subject to certain conditions set forth in the Notice of Sale, the approval of certain legal matters by counsel and certain other conditions. One such condition is that the obligation of the Corporation to sell and deliver the Series 2021A Bonds comprising one Bidding Group shall be contingent upon the sale and delivery of the Series 2021A Bonds comprising the other three Bidding Groups. In addition, the obligation of the Corporation to sell and deliver the Series 2021A Bonds is contingent upon the sale and delivery of all of the Series 2021B Bonds.

The Notice of Sale for the Series 2021B Bonds provides that the Series 2021B Bonds are being offered for sale in two separate Bidding Groups pursuant to two separate electronic bids, as provided in such Notice of Sale and as each such Bidding Group may be changed in accordance with such Notice of Sale. The Notice of Sale for the Series 2021B Bonds further provides that the initial purchaser of the Series 2021B Bonds in a Bidding Group will purchase all Series 2021B Bonds in such Bidding Group, if any such Series 2021B Bonds are purchased, such purchase obligation being subject to certain conditions set forth in the Notice of Sale, the approval of certain legal matters by counsel and certain other conditions. One such condition is that the obligation of the Corporation to sell and deliver the Series 2021B Bonds comprising one Bidding Group shall be contingent upon the sale and delivery of the Series 2021B Bonds comprising the other Bidding Group. In addition, the obligation of the Corporation to sell and deliver the Series 2021B Bonds is contingent upon the sale and delivery of all of the Series 2021A Bonds.

The Series 2021 Bonds may be offered and sold to certain dealers at prices lower than the public offering prices set forth on the inside cover pages, and such public offering prices may be changed from time to time by the purchasers.

#### **PART 17 — LEGALITY OF INVESTMENT**

Under New York State law, the Series 2021 Bonds are securities in which all public officers and bodies of the State and all municipalities and municipal subdivisions, all insurance companies and associations, all savings banks and savings institutions, including savings and loan associations, administrators, guardians, executors, trustees, committees, conservators and other fiduciaries in the State may properly and legally invest funds in their control. However, enabling legislation or bond resolutions of individual authorities and public benefit corporations of the State may limit the investment of funds of such authorities and corporations in the Series 2021 Bonds.

#### **PART 18 — RATINGS**

The Series 2021 Bonds are rated “\_\_\_” by Fitch Ratings and “\_\_\_” by S&P Global Ratings. An explanation of the significance of such ratings should be obtained from the respective rating agency furnishing the same. There is no assurance that such ratings and/or outlooks will prevail for any given period of time or that they will not be changed or withdrawn by such rating agencies if, in their judgment, circumstances so warrant. Any downward revision or withdrawal of such ratings and/or outlooks may have an adverse effect on the market price of the Series 2021 Bonds. A securities rating is not a recommendation to buy, sell or hold securities.

#### **PART 19 — CONTINUING DISCLOSURE**

In order to assist the initial purchasers of the Series 2021 Bonds in complying with Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934, as amended, the Corporation, DASNY, the State, the Trustee and the trustee for the DASNY State Sales Tax Revenue Bonds have entered into a Master Continuing Disclosure Agreement (the “Master Disclosure Agreement”), which was originally dated as of October 1, 2013 and which has been amended and restated as of June 10, 2019, for the benefit of all holders of State Sales Tax Revenue Bonds, including the holders of the Series 2021 Bonds, to provide continuing disclosure of certain financial and operating data concerning the State and the sources of the Sales Tax Revenue Bond Tax Fund Receipts (collectively, the “Annual Information”) in accordance with the requirements of Rule 15c2-12 and as described in the Master Disclosure

Agreement. See “APPENDIX E — EXECUTED COPY OF MASTER CONTINUING DISCLOSURE AGREEMENT.”

The State Comptroller is required by existing law to issue audited annual financial statements of the State, prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), within 120 days after the close of the State Fiscal Year, and the State will undertake to electronically file with the MSRB, the State’s annual financial statements prepared in accordance with GAAP and audited by an independent firm of certified public accountants in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States, provided, however, that if audited financial statements are not then available, unaudited financial statements shall be filed no later than 120 days after the end of the State’s fiscal year and such audited statements shall be electronically filed with the MSRB, if and when such statements are available. In addition, the Authorized Issuers have undertaken or are expected to undertake, for the benefit of all holders of the State Sales Tax Revenue Bonds, including holders of Series 2021 Bonds, to electronically file with the MSRB, in a timely manner not in excess of ten (10) business days after the occurrence of any of the sixteen events described in the Master Disclosure Agreement, notice of any such events.

If any party to the Master Disclosure Agreement fails to comply with any provisions thereof, then each of the other parties to the Master Disclosure Agreement and, as a direct or third party beneficiary, as the case may be, any holder of State Sales Tax Revenue Bonds, including the holders of the Series 2021 Bonds, may enforce, for the equal benefit and protection of all holders similarly situated, by mandamus or other suit or proceeding at law or in equity, the Master Disclosure Agreement against such party and any of its officers, agents and employees, and may compel such party or any such officers, agents or employees to perform and carry out their duties thereunder. The sole and exclusive remedy for breach or default under the Master Disclosure Agreement to provide continuing disclosure described above is an action to compel specific performance of the undertakings of the State and/or the applicable Authorized Issuer contained therein, and no person or other entity, including any holder of State Sales Tax Revenue Bonds, including the holders of the Series 2021 Bonds, may recover monetary damages thereunder under any circumstances. Any holder of State Sales Tax Revenue Bonds, including the holders of Series 2021 Bonds, including any beneficial owner, may enforce the Master Disclosure Agreement to the equal and proportionate benefit of all holders similarly situated to the extent provided in the Master Disclosure Agreement. A breach or default under the Master Disclosure Agreement shall not constitute an Event of Default under the general resolutions. In addition, if all or any part of Rule 15c2-12 ceases to be in effect for any reason, then the information required to be provided under the Master Disclosure Agreement, insofar as the provision of Rule 15c2-12 no longer in effect required the provision of such information, shall no longer be required to be provided. The obligations of the State under the Master Disclosure Agreement may be terminated if the State ceases to be an obligated person as defined in Rule 15c2-12.

The State has not in the previous five years failed to comply, in any material respect, with any previous undertakings pursuant to Rule 15c2-12 in relation to State Sales Tax Revenue Bonds. Pursuant to the terms of the Master Disclosure Agreement, the Corporation, as conduit issuer of State Sales Tax Revenue Bonds, has agreed in such contract to provide notices of certain events as described in such Agreement and has complied with such contractual undertaking in all material respects. The Master Disclosure Agreement is intended to set forth a general description of the type of financial information and operating data that will be provided; the descriptions are not intended to state more than general categories of financial information and operating data; and where an undertaking calls for information that no longer can be generated because the operations to which it is related have been materially changed or discontinued, a statement to that effect will be provided. As a result, the parties to the Master Disclosure Agreement do not anticipate that it often will be necessary to amend the information undertakings. The Master Disclosure Agreement, however, may be amended or modified without Bondholders’ consent under certain circumstances set forth therein.

## **PART 20 — MISCELLANEOUS**

Certain information concerning the State (which is either included in or appended to this Official Statement) has been furnished or reviewed and authorized for use by the Corporation by such sources as described in this Official Statement. While the Corporation believes that these sources are reliable, the Corporation has not independently verified this information and does not guarantee the accuracy or completeness of the information furnished by the respective sources.

The State provided the information relating to the State and COVID-19, a respiratory disease caused by a strain of coronavirus, in “APPENDIX A — INFORMATION CONCERNING THE STATE OF NEW YORK.”

The Director of the Budget is to certify that the statements and information appearing (a) under the headings (i) “PART 1 — SUMMARY STATEMENT” (except under the subcaption “Purpose of Issue” and except for the fourth, eighth (last sentence only) and ninth paragraphs under the subcaption “Sources of Payment and Security for State Sales Tax Revenue Bonds — Sales Tax Revenue Bond Tax Fund Receipts,” as to which no representation is made), (ii) “PART 2 — INTRODUCTION” (the second, third, fourth, sixth, seventh, eighth, eleventh and twelfth (other than the last sentence thereof) paragraphs only), (iii) “PART 3 — SECURITY AND SOURCES OF PAYMENT FOR STATE SALES TAX REVENUE BONDS,” (iv) “PART 4 — SOURCES OF NEW YORK STATE SALES TAX RECEIPTS FOR THE SALES TAX REVENUE BOND TAX FUND,” (v) “PART 9 — DEBT SERVICE REQUIREMENTS” as to the column “Other Outstanding State Sales Tax Revenue Bonds Debt Service” and (vi) “PART 19 — CONTINUING DISCLOSURE” (the first sentence of the fourth paragraph only), and (b) in the “Annual Information Statement of the State of New York,” including any updates or supplements, included in Appendix A to this Official Statement are true, correct and complete in all material respects, and that no facts have come to his or her attention that would lead him or her to believe that such statements and information contain any untrue statement of a material fact or omit to state any material fact necessary in order to make such statements and information, in light of the circumstances under which they were made, not misleading, provided, however, that while the information and statements contained under such headings and in Appendix A which were obtained from sources other than the State are not certified as to truth, correctness or completeness, such statements and information have been obtained from sources that he or she believes to be reliable and he or she has no reason to believe that such statements and information contain any untrue statement of a material fact or omit to state any material fact necessary in order to make such statements and information, in light of the circumstances under which they were made, not misleading; provided, further, however, that with regard to the statements and information in Appendix A hereto under the caption “Litigation”, such statements and information as to legal matters are given to the best of his or her information and belief, having made such inquiries as he or she deemed appropriate at the offices of the Department of Law of the State, without any further independent investigation. The certification is to apply both as of the date of this Official Statement and as of the date of delivery of the Series 2021 Bonds.

The references herein to the UDC Act, the Enabling Act, other laws of the State, the General Resolution and the Financing Agreement are brief outlines of certain provisions thereof. Such outlines do not purport to be complete and reference should be made to each for a full and complete statement of its provisions. The agreements of the Corporation with the registered Owners of the Series 2021 Bonds are fully set forth in the General Resolution (including any supplemental resolutions thereto), and neither any advertisement of the Series 2021 Bonds nor this Official Statement is to be construed as a contract with the purchasers of the Series 2021 Bonds. So far as any statements are made in this Official Statement involving matters of opinion, forecasts or estimates, whether or not expressly stated, are intended merely as expressions of opinion, forecasts or estimates and not as representations of fact. Copies of the documents mentioned in this paragraph are available for review at the corporate headquarters of the Corporation located at 633 Third Avenue, New York, New York 10017.

The execution and delivery of this Official Statement by an Authorized Officer have been duly authorized by the Corporation.

**NEW YORK STATE  
URBAN DEVELOPMENT CORPORATION  
d/b/a EMPIRE STATE DEVELOPMENT**

By: \_\_\_\_\_

Authorized Officer

**APPENDIX A**  
**INFORMATION CONCERNING THE STATE OF**  
**NEW YORK**

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**APPENDIX B**

**SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION**

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**FORM OF  
FINANCING AGREEMENT**

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## APPENDIX C

### FORM OF FINANCING AGREEMENT

STATE SALES TAX REVENUE BONDS FINANCING AGREEMENT (the “Financing Agreement”), dated as of October 1, 2019, by and between the New York State Urban Development Corporation, a corporate governmental agency of the State of New York (the “Issuer”), and the State of New York (the “State”), acting by and through the Director of the Budget of the State (the “Director of the Budget”).

WHEREAS, the Issuer has, pursuant to the New York State Urban Development Corporation Act, being Chapter 174 of the Laws of 1968 together with any other provisions of State law relating to the authorization or financing of Costs of a Project, (the “Issuer Act”) and Article 5-F of the State Finance Law, as may be hereafter amended from time to time (the “Enabling Act”, which together with the Issuer Act is referred to herein as the “Acts”), adopted its State Sales Tax Revenue Bonds General Bond Resolution on September 19, 2019 (including Annex A thereto), and one or more Supplemental Resolutions (collectively, the “Resolution”) for the purpose of issuing from time to time one or more series of bonds (the “Bonds”), notes or other obligations to be secured by this Financing Agreement, as may be amended or supplemented from time to time, with the State; and

WHEREAS, in order to assist the Issuer in the financing of one or more authorized purposes as provided in the Enabling Act (“Authorized Purposes”) pursuant to applicable law and in consideration of the benefits to be derived therefrom by the people of the State, the Director of the Budget, acting on behalf of the State, is authorized to enter into one or more Financing Agreements with the Issuer whereunder the State agrees, subject to the making of annual appropriations therefor by the State Legislature, to make annual payments to the Issuer, and authorize the Issuer to pledge and assign the State payments to be made as security for Bonds or other obligations which the Issuer may issue or incur in order to finance Authorized Purposes; and

WHEREAS, the State and the Issuer agree that their mutual public purposes and their best interests will be promoted by the execution of this Financing Agreement, as the same may be modified, supplemented or amended from time to time; and

WHEREAS, the Issuer Board authorized its Authorized Officer to enter into, execute and amend this Financing Agreement;

NOW, THEREFORE, the parties mutually agree as follows:

#### **I. ISSUANCE OF BONDS BY THE ISSUER**

1.1 The State agrees that the Issuer may, subject to the provisions of this Financing Agreement and the Acts, issue one or more Series of its State Sales Tax Revenue Bonds, secured by this Financing Agreement and the payments to be made by the State as herein provided. The Bonds shall be issued in such principal amounts and at such times so that the Issuer may realize from the sale thereof net proceeds sufficient to fund Authorized Purposes having a cost not in excess of the amount specified by applicable law. The State recognizes that in order to realize net proceeds in the aforesaid amounts from the sale of Bonds, the Issuer may also issue Bonds in amounts sufficient to pay Costs of Issuance, and the amount of capitalized interest, if any, included in the issuance and sale of the Bonds.

1.2 The Bonds issued by the Issuer pursuant to the provisions of Section 1.1 hereof shall be subject to the following conditions and limitations:

- (a) The Resolution shall have been approved by the Issuer Board in accordance with the Acts.

(b) Unless the Issuer and the State shall otherwise agree (and any such agreement may include, among other things, the agreement of the State to pay or to reimburse the Issuer in the manner set forth in the Resolution for any additional fees, costs and expenses incurred in connection with the issuance and administration of Variable Interest Rate Bonds or costs and expenses relating to a Qualified Swap, including without limitation, the fees, costs and expenses of any provider of a Credit Facility, except to the extent any such fees, costs or expenses are deemed costs and expenses incurred in connection with the issuance and sale of such Variable Interest Rate Bonds for purposes of Section 1.1 of this Financing Agreement and are paid from Bond proceeds), each Bond shall bear a fixed rate of interest determined at the time of its issuance, which rate of interest shall not be subject to change or adjustment prior to the scheduled maturity of such Bond.

(c) Unless the Issuer and the State shall otherwise agree, other than with respect to Balloon Indebtedness or Variable Interest Rate Bonds, the aggregate amount of principal, Principal Installments and interest payable in each State Fiscal Year during which principal payments or installments are made or provided for shall be as nearly equal as practicable taking into account the probable life of projects being financed.

1.3 The Issuer agrees that prior to its issuance of any Bonds it will inform the Director of the Budget of the approximate date on which it anticipates entering into a bond purchase agreement or other binding commitment with the prospective underwriters or purchasers of such Bonds and of the estimated interest rate or rates thereof. If the Director of the Budget shall request the Issuer to postpone the sale of such Bonds, or if the Issuer shall for any reason determine to defer the issuance and sale of any Bonds, the Issuer may, in accordance with the provisions of the Resolution, issue and sell State Sales Tax Revenue Bond Anticipation Notes (“BANs”) in such principal amount so that the Issuer may realize from the sale thereof an amount not exceeding the aggregate of (i) an amount equal to the net proceeds available for Costs of a Project which the Issuer would have realized from the sale of the Bonds in anticipation of which the BANs are issued (or, in the case of renewal BANs, an amount necessary to pay the outstanding BANs in full), (ii) an amount sufficient to pay interest on the BANs until their scheduled maturity and (iii) an amount equal to Issuer Expenses incurred and to be incurred in connection with the issuance and sale of the BANs. Unless the State shall pay to the Issuer an amount sufficient to pay the BANs at their maturity or upon an earlier redemption date in accordance with their terms, the State shall, in accordance with Section 5.1 hereof, timely furnish such information to the Issuer as shall be deemed necessary by the Issuer in order to enable it to disseminate an official statement, or other applicable disclosure, and issue the Bonds in anticipation of which the BANs had been issued on or prior to the scheduled maturity or redemption date of the BANs. Notwithstanding the provisions of Section 1.1 hereof, in the event the Issuer shall issue BANs as herein provided, the Issuer (i) may issue Bonds in such principal amounts and at such times so that the Issuer may realize from the sale thereof net proceeds sufficient to pay or redeem such BANs in accordance with their terms, and (ii) may use and pledge the proceeds from the sale of the Bonds in anticipation of which the BANs had been issued for and to the payment of such BANs and related Issuer Expenses in accordance with the Resolution.

1.4 The Issuer and the State agree that this Financing Agreement is executed in part in order to induce persons to purchase the Bonds to be issued to finance Authorized Purposes and for the purposes of securing such Bonds and, accordingly, all of the covenants and agreements on the part of the Issuer and the State set forth in this Financing Agreement are hereby declared to be for the benefit of the Holders from time to time of the Bonds. Accordingly:

(a) The Issuer may pledge, assign, or transfer the right to receive and collect Financing Agreement Payments from moneys on deposit and paid from the Sales Tax Revenue Bond Tax Fund and other sources authorized under Section 69-n, together with the Issuer’s rights to enforce this Financing Agreement, and from and after such pledge, assignment, or transfer, such assignee shall have the Issuer’s rights and privileges hereunder to the extent, and as conferred, in such pledge, assignment, and transfer and as further provided in the Resolution.

(b) In connection with the State’s exercise of its right under Section 69-o and under the Resolution, upon the amendment of the State Constitution allowing the issuance or assumption of bonds, notes or

other obligations secured by revenues, which may include the Revenues securing the Bonds, (i) to assume, in whole or part, the Bonds, (ii) to extinguish the existing lien of such Resolution, and (iii) to substitute security for the Bonds, in each case only so long as such assumption, extinguishment or substitution is completed in accordance with such Resolution, the Issuer may make such pledge, assignment and transfer set forth in paragraph (a) above to such successor entity, as provided by law. Upon completion of such assumption, extinguishment or substitution, the Issuer shall no longer be obligated under this Financing Agreement or under the Resolution.

1.5 Each Series of Bonds or other obligations issued pursuant to the Acts and the Resolution shall be enumerated in a schedule appended to this Agreement. It shall be sufficient, with the approval of the parties hereto, in connection with the issuance by the Issuer of Bonds or other obligations to cause a supplemental schedule to be certified by the Director of the Budget with the same force and effect as if incorporated herein. The foregoing provisions shall be applicable, subject to the Resolution, to the issuance of Subordinated Indebtedness or other obligations under the Resolution and the Acts.

## **II. DUTIES OF AND PAYMENTS BY THE STATE**

2.1 No later than thirty (30) days after the submission of the executive budget in accordance with Article VII of the State Constitution, the Director of the Budget shall prepare a certificate setting forth the amount of monthly receipts anticipated to be deposited in the Sales Tax Revenue Bond Tax Fund during the fiscal year beginning April first of that year together with the monthly amounts necessary to be set aside from the receipts of such Fund, as shall be sufficient to meet the total cash requirements of the Issuer during such fiscal year, based on information that shall be provided by the Issuer and in the manner required by Section A-607 of the Resolution.

The Director of the Budget may revise such certification at such times as necessary, provided, however, that the Director of the Budget shall (i) promptly revise such certification if additional amounts are necessary to meet the cash requirements of the Issuer and (ii) as necessary, revise such certification not later than thirty (30) days after the issuance of any Bonds, including Refunding Bonds, and after the adoption of any Parity Reimbursement Obligation, Reimbursement Obligation, Qualified Swap, Subordinated Indebtedness or other financial arrangement affecting the cash requirements of the Issuer and as authorized by the Resolution.

2.2 (a) Subject to the provisions of Section 2.7 hereof, the State agrees to pay to the Trustee, on behalf of the Issuer, no later than five Business Days prior to the time payment is required to be made to Holders of the Bonds or holders of Parity Reimbursement Obligations or other obligations in any year for which the Issuer shall have Bonds Outstanding or Parity Reimbursement Obligations or other obligations outstanding, a sum of money constituting Financing Agreement Payments equal to the amount necessary to provide for the payment of the principal of (including Sinking Fund Installments) and interest on the Bonds or amounts due on any Parity Reimbursement Obligations or other obligations coming due on the next succeeding Bond payment date, as certified in writing by an Authorized Officer of the Issuer to the Director of the Budget. Such Financing Agreement Payments shall include Issuer Expenses, as certified by such Authorized Officer, with the concurrence of the Director of the Budget, and amounts due on any Subordinated Indebtedness or other obligations incurred under the Resolution, to the Director of the Budget.

(b) In the event any Bonds, Parity Reimbursement Obligations or other obligations shall bear interest at other than a fixed interest rate, the State shall pay interest as follows: (i) the amount accrued at the actual rate or rates borne, to the extent such rate or rates are known in advance of the Bond payment date, plus; (ii) if necessary, an amount accrued at the Estimated Average Interest Rate through the next scheduled Bond payment date, less; (iii) any amount paid pursuant to (ii) relating to the preceding Bond payment date in excess of the amount paid to Bondholders and holders of Parity Reimbursement Obligations or other obligations through such preceding Bond payment date.

2.3 (a) The State may, at any time in its sole discretion, choose to prepay all or any part of the payments payable under Section 2.2 hereof. Any amounts so prepaid shall be credited to the payments to be made by the State under Section 2.2 hereof.

(b) The State may, at any time in its sole discretion, make payments to the Issuer for the purpose of (i) directly funding Authorized Purposes which will not be funded with the proceeds of Bonds; (ii) paying BANs at their maturity or earlier redemption date, as provided in Section 1.3 hereof; (iii) redeeming Bonds pursuant to the exercise by the Issuer of any option it may have under the Resolution; and (iv) defeasing Bonds or BANs prior to their maturity or redemption date as permitted by and in accordance with the procedures for defeasance set forth in the Resolution or otherwise. Any payments made by the State to the Issuer for the purposes set forth in this subsection shall, subject to the provisions of the Resolution, be applied by the Issuer to such purpose, and, if so directed herein or in the Resolution, shall be deposited in a Fund or account established under the Resolution or set aside with the Trustee, if any, or the Paying Agent as provided herein or in the Resolution.

2.4 The State further agrees upon request of the Issuer to pay all amounts constituting Financing Agreement Payments (i) which may become due to any provider of a Credit Facility in connection with a Credit Facility which may have been obtained if and to the extent such obligation arises as a result of the State's failure to make any payment pursuant to Section 2.1 hereof and (ii) which may become due pursuant to any agreement relating to a Parity Reimbursement Obligation, Reimbursement Obligation, Qualified Swap or the issuance of Variable Interest Rate Bonds as contemplated by Section 1.2(b) of this Financing Agreement.

2.5 The State agrees to pay to the Issuer such amounts (constituting Financing Agreement Payments) as may be necessary in order for the Issuer to maintain the exclusion from gross income of interest on Bonds issued as Tax-Exempt Bonds under the Code, including without limitation, amounts required to be paid by the Issuer to the United States as rebate of investment earnings and amounts required to be deposited by the Issuer in a yield restricted sinking fund, at such times as the Issuer deems necessary to maintain such exclusion.

2.6 The State agrees that, subject to the provisions of Section 2.7 hereof, its obligation to make the payments provided for in this Financing Agreement shall be absolute and unconditional, without any rights of set-off, recoupment or counterclaim the State may have against the Issuer or any other person or entity having an interest in this Financing Agreement or the payments made hereunder.

2.7 Notwithstanding anything in this Financing Agreement to the contrary (i) the obligation of the State acting by and through the Director of the Budget to make any Financing Agreement Payments required to be paid under this Financing Agreement is subject to annual appropriation by the State Legislature; and (ii) the obligation of the State acting by and through the Director of the Budget to pay any Financing Agreement Payments hereunder shall not constitute a debt of the State within the meaning of any constitutional or statutory provisions and shall be deemed executory only to the extent of monies available and no liability shall be incurred by the State beyond the moneys available for that purpose. Furthermore, this Financing Agreement does not constitute a debt of the State or a contractual obligation in excess of the amounts appropriated therefore and the State has no continuing legal or moral obligation to appropriate moneys for any Financing Agreement Payment due hereunder.

2.8 The term of this Financing Agreement shall continue until all Bonds or other obligations incurred under the Resolution have been paid at maturity or the Debt Service on such Bonds or other obligations has been provided for and the Bonds are no longer Outstanding under the Resolution and the State has fulfilled all its obligations under this Agreement.

### **III. DUTIES OF THE ISSUER**

3.1 The Issuer agrees to issue the Bonds for the purpose of carrying out the provisions of the Resolution and the Acts.

3.2 The Issuer agrees to apply the proceeds derived from the sale of the Bonds and from Financing Agreement Payments in accordance with the applicable provisions of the Resolution and the Acts.

3.3 Upon the issuance of the Bonds, the provisions of the Resolution relating to all Funds and accounts and the application and investment thereof shall apply.

3.4 No later than ten (10) Business Days after the issuance of Bonds or any other obligation under the Resolution, the Issuer shall furnish to the Director of the Budget a schedule of the Financing Agreement Payments, including Debt Service to be made on each date with respect to such Bonds or other obligations and related Issuer Expenses. Interest on Bonds or other obligations bearing interest at other than a fixed rate shall be calculated using the Estimated Average Interest Rate.

3.5 Upon payment to the Issuer of the amount required therefor and the State's direction to the Issuer to do so, the Issuer shall exercise any option it may have under the Resolution to redeem all or any portion of the Bonds, and the Issuer shall deposit into the Debt Service Fund all payments received from the State and designated for such purpose.

3.6 In addition to the duties of the Issuer with respect to the constitutional and statutory audit powers granted the State or any officer thereof, the Issuer agrees to keep or cause to be kept accounts and records which clearly identify the purposes for which moneys received by the Issuer (including Bond proceeds) pursuant to this Financing Agreement have been expended. The Issuer agrees to submit annual financial reports to the State within ninety (90) days after the end of each Issuer fiscal year during which this Financing Agreement is in force. The Issuer agrees to make available for inspection by the State its accounts and records as may be determined necessary or desirable by the State.

3.7 During each year the Issuer shall have Outstanding Bonds or other obligations outstanding under the Resolution, the Issuer shall, no later than October first, certify in writing to the Director of the Budget the schedule of anticipated cash requirements due from the State pursuant to Sections 2.1, 2.2, 2.4 and 2.5 of this Financing Agreement for the next State Fiscal Year, and for the four State Fiscal Years following such Fiscal Year, in such detail as the Director of the Budget may require. Any such schedule of anticipated cash requirements shall set forth any amounts held in Funds or accounts under the Resolution and available for a credit against such Financing Agreement Payment requirements as provided in this Financing Agreement. In calculating the amount of anticipated cash requirements with respect to Qualified Swaps, the Issuer shall include an amount not less than eighteen percent (18%) of the aggregate notional amount of all Qualified Swaps then in effect (or such other percentage as may be agreed by the Issuer and the State from time to time).

3.8 Any moneys received by the Issuer from a Qualified Swap Provider shall be deposited in the Debt Service Fund.

3.9 In order to allow the Director of the Budget to comply with his or her obligations under the Enabling Act or the Resolution, the Issuer, upon the request of the Director of the Budget, shall provide to the Director current cash requirements relating to Finance Agreement Payments due to the Issuer.

3.10 The Issuer agrees, upon request of the State, to use its best efforts to issue Bonds to refund or otherwise repay, in accordance with the terms of the Resolution, all or any portion of Outstanding Bonds or Prior Obligations. Such Refunding Bonds shall be deemed Bonds for all purposes of this Financing Agreement, except that, notwithstanding the provisions of Section 3.1 hereof, the net proceeds derived from the sale of such Refunding Bonds shall be used by the Issuer to pay or provide for the payment of the Bonds or Prior Obligations to be refunded or repaid and Issuer Expenses.

3.11 When all Bonds issued under the Resolution and all other obligations incurred under the Resolution have been paid or deemed paid within the meaning of the Resolution, the Issuer shall promptly remit or

cause to be remitted to the State any moneys remaining in any of the Funds and accounts not required for the payment or redemption of Bonds or other obligations not theretofore surrendered for such payment or redemption (all after transfer of any necessary moneys to the Rebate Fund). Any moneys or investments paid by the State to the Issuer or the Trustee or other fiduciary for the purposes of economically defeasing Bonds, shall be held for such purpose for the benefit of the Holders of such Bonds in accordance with the instructions of the Director of the Budget, consistent with the terms of the Resolution.

#### **IV. PLEDGE AND ASSIGNMENT**

4.1 The State hereby consents to the pledge and assignment by the Issuer to the Holders of any of its Bonds, or to any trustee acting on their behalf, of all or any part of the benefits or rights of the Issuer herein, and to the holders or trustees of other obligations issued under the Resolution, of the payments by the State as provided herein and of the Funds and accounts established under the Resolution (except for the Rebate Fund and other Funds as provided in the Resolution).

#### **V. SPECIAL COVENANTS**

5.1 The State agrees that whenever requested by the Issuer, with reasonable advance notification, it shall provide and certify information concerning the State and various other related entities (i) for publication in an official statement, placement memorandum or other similar disclosure document relating to the sale or issuance of the Bonds or other obligations under the Resolution, and (ii) necessary to allow the Issuer to make undertakings or contractual commitments which would permit underwriters or dealers to comply with federal securities law including, without limitation, the provisions of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended. Such information shall be in the standard format utilized for State issuances. The State also agrees to make available any information necessary to enable the Issuer to make any reports required by law or government regulations in connection with the Bonds or other obligations under the Resolution.

5.2 Neither the Issuer nor the State will terminate this Financing Agreement for any cause including, without limiting the generality of the foregoing, an Event of Default by either party, any acts or circumstances which may constitute failure of consideration or frustration of purpose or the failure of either party to perform and observe any duty, liability or obligation arising out of or connected with this Financing Agreement.

5.3 Subject to the limitations contained in the Resolution, the State and the Issuer reserve the right to amend, modify or rescind this Financing Agreement or any supplemental agreement entered into pursuant to this Section 5.3 in any manner; provided that no such amendment, modification or rescission shall materially adversely affect the interests of the Holders of Bonds or holders of Parity Reimbursement Obligations or other obligations. Specifically, and without limiting the generality of the foregoing, this Financing Agreement may be amended or modified (i) to provide for additional payments to the Issuer, (ii) to provide for modified payment provisions, including timing thereof, consistent with the provisions of the Resolution in connection with the issuance of Bonds, Parity Reimbursement Obligations or other obligations, (iii) to cure any ambiguity or (iv) to correct or supplement any provisions contained in this Financing Agreement which may be defective or inconsistent with any other provisions contained herein. For the purposes of this Section, Bonds, Parity Reimbursement Obligations or other obligations shall be deemed to be materially adversely affected by an amendment, modification or rescission of this Financing Agreement, if the same materially adversely affects or diminishes the rights of the Holders of the Bonds, holders of Parity Reimbursement Obligations or other obligations or any provider of a Credit Facility. The Issuer may in its discretion determine whether or not, in accordance with the foregoing provision, the interests of the Holders of Bonds or holders of Parity Reimbursement Obligations or other obligations would be materially adversely affected by any amendment, modification or rescission, and such determination shall be binding and conclusive on the State, Bondholders, holders of Parity Reimbursement Obligations or other obligations, the Trustee and the provider of a Credit Facility.

5.4 The State acknowledges and agrees that, in the event of any conflict between any of the provisions of this Financing Agreement and any of the provisions of the Resolution, the provisions of the Resolution shall be controlling; provided, however, that neither the Resolution nor any supplement or amendment thereto shall purport to limit or supersede the provisions set forth in Section 2.7 hereof.

5.5 The State, acknowledges and agrees that moneys in the Funds and accounts established under the Resolution may be invested in Investment Obligations authorized by the Resolution and that the Issuer may restrict such investments, or the yield to be realized therefrom, as it may deem necessary or appropriate in order to maintain the exclusion from gross income of interest on the Bonds issued as Tax-Exempt Bonds under the Code. Investment earnings shall be applied as permitted by the Resolution.

5.6 The State, to the extent authorized by law, shall indemnify and save harmless the Issuer from and against any and all liability, loss, damage, interest, judgments and liens growing out of, and any and all costs and expenses (including, but not limited to, counsel fees and disbursements) arising out of or incurred in connection with any and all claims, demands, suits, actions or proceedings which may be made or brought against the Issuer arising out of any determinations made or actions taken or omitted to be taken or compliance with any obligations under or pursuant to the Enabling Act, including the issuance, incurrence and delivery of Bonds, BANs, Parity Reimbursement Obligations, Subordinated Indebtedness or other obligations under the Resolution.

5.7 The State agrees to request appropriations during the term of this Financing Agreement in an amount at least equal to the amounts certified to by the Issuer pursuant to Section 3.7 of this Financing Agreement. The State also agrees to request appropriations during the term of all financing agreements entered into with all Authorized Issuers pursuant to the Enabling Act in amounts at least equal to the amounts certified by each Authorized Issuer pursuant to such financing agreements and to meet its other obligations under such financing agreements.

## **VI. EVENTS OF DEFAULT BY THE STATE AND REMEDIES**

6.1 If for any reason, other than a failure by the State Legislature to appropriate moneys for such purpose, the State shall fail to pay when due any Financing Agreement Payments, or shall fail to observe or perform any other covenant, condition or agreement on its part to be observed or performed, the Issuer shall, if such default has not been cured, have the right to institute any action in the nature of mandamus or take whatever action at law or in equity may appear necessary or desirable to collect the payments then due or thereafter to become due or to enforce performance and observance of any obligation, agreement or covenant of the State hereunder.

6.2 The remedies conferred upon or reserved to the Issuer under Section 6.1 hereof in respect of any default described therein are not intended to be exclusive of any other available remedy or remedies and shall be in addition to every other remedy now or hereafter existing at law or in equity; provided, however, that such remedy or remedies may in no event include a termination of this Financing Agreement, nor may they include any amendment, change, modification or alteration of this Financing Agreement that is prohibited by Section 5.2 or 5.3 hereof.

6.3 The State shall promptly notify the Issuer in writing that an Event of Default has occurred under the Resolution, including any events of default under resolutions or financing agreements of any Authorized Issuer related to obligations authorized by the Enabling Act. The State also agrees that upon the occurrence of an Event of Default, or event of default described in the preceding sentence, funds available through appropriation from the Sales Tax Revenue Bond Tax Fund will be available on an equitable basis among Authorized Issuers under the Enabling Act.

## **VII. EVENTS OF DEFAULT BY THE ISSUER AND REMEDIES**

7.1 If the Issuer shall fail to observe or perform any covenant, condition or agreement contained in this Financing Agreement or the Resolution on its part to be observed or performed and such failure to observe or perform shall have continued for sixty (60) days after written notice, specifying such failure and requesting that it be remedied, is given to the Issuer by the State, the State shall, if the default has not been cured, have the right to institute an action in the nature of mandamus or take whatever action at law or in equity may appear necessary or desirable to enforce performance and observance of any obligation, agreement or covenant of the Issuer hereunder.

7.2 The remedies conferred upon or reserved to the State under Section 7.1 hereof in respect of any default described therein are not intended to be exclusive of any other available remedy or remedies and shall be in addition to every other remedy now or hereafter existing at law or in equity; provided, however, that such remedy or remedies may in no event include a termination of the Financing Agreement or of the obligations of the State to make the payments provided for in Article II hereof, nor may they include any amendment, change, modification or alteration of this Financing Agreement that is prohibited by Section 5.2 or 5.3 hereof.

## **VIII. MISCELLANEOUS**

8.1 The revenues, facilities, properties and any and all other assets of the Issuer of any name and nature, other than the Pledged Property, may not be used for, or as a result of any court proceedings or otherwise applied to, the payment of Bonds, any redemption premium therefor or the interest thereon or any other obligations under the Resolution, and under no circumstances shall these be available for such purposes.

8.2 The waiver by either party of a breach by the other shall not be deemed to waive any other breach hereunder nor shall any delay or omission to exercise any right or power upon any default impair any such right or power or be construed as a waiver thereof.

8.3 In the event any provision of this Financing Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

8.4 All notices provided for in this Financing Agreement shall be in writing and shall be delivered personally to or sent by certified or registered mail to the respective offices of the State and the Issuer as follows:

If to the State:                      Director of the Budget  
   State of New York  
   Executive Department  
   Division of the Budget  
   State Capitol, Room 113  
   Albany, New York 12224

If to the Issuer:                      General Counsel  
   New York State Urban Development Corporation  
   633 Third Avenue  
   New York, New York 10017

The Issuer or the State may from time to time designate in writing other representatives with respect to receipt of notices.

8.5 This Financing Agreement, including any schedules referred to in Section 1.5, represents the entire agreement between the parties. It may not be amended or modified otherwise than by a written instrument executed by both parties. Such amendments shall not be contrary to the provisions of Section 5.2 or 5.3 hereof.

8.6 Nothing in this Financing Agreement shall be construed to confer upon or to give to any person or corporation other than the State, the Issuer, a Holder of any Bonds, a holder of other obligations under the Resolution, or any trustee acting under the Resolution, any right, remedy or claim under or by reason of this Financing Agreement or any provision thereof.

8.7 This Financing Agreement shall be construed and interpreted in accordance with the laws of the State of New York and any suits or actions arising out of this Financing Agreement shall be instituted in a court of competent jurisdiction in the State.

8.8 This Financing Agreement may be executed in several counterparts, each of which shall be deemed to be an original but such counterparts together shall constitute one and the same instrument.

8.9 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Resolution.

IN WITNESS WHEREOF, the State has caused this Financing Agreement to be executed in its name by the Director of the Budget and the Issuer has caused this instrument to be signed by its Authorized Officer all as of the date and year first above written.

State of New York

\_\_\_\_\_  
Director of the Budget

New York State Urban Development Corporation

\_\_\_\_\_  
Authorized Officer

Approval as to form:  
Attorney General

By: \_\_\_\_\_

Date: \_\_\_\_\_

Approved:

By: \_\_\_\_\_  
State Comptroller

Date: \_\_\_\_\_



Supplemental Schedule III to  
New York State Urban Development Corporation  
State Sales Tax Revenue Bonds Financing Agreement  
dated October 1, 2019 (the "Financing Agreement")

Pursuant to Section 1.5 of the Financing Agreement, the following Bonds are hereby made subject to the Financing Agreement for all purposes, including, but not limited to, debt service and related payments on the Bonds.

\$1,751,820,000\*  
New York State Urban Development Corporation  
State Sales Tax Revenue Bonds  
Series 2021A (Tax-Exempt)

\$648,485,000\*  
New York State Urban Development Corporation  
State Sales Tax Revenue Bonds  
Series 2021B (Federally Taxable)

Dated: \_\_\_\_\_, 2021

APPROVED:

**NEW YORK STATE URBAN  
DEVELOPMENT CORPORATION**

By: \_\_\_\_\_  
Authorized Officer

CERTIFIED:

**STATE OF NEW YORK**

By: \_\_\_\_\_  
Director of the Budget,  
State of New York

\_\_\_\_\_  
\* Preliminary, subject to change.

**APPENDIX D**

**PROPOSED FORM OF CO-BOND COUNSEL OPINIONS**

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**APPENDIX D**

**PROPOSED FORM OF CO-BOND COUNSEL OPINIONS**

**Upon delivery of the Series 2021 Bonds, each of Nixon Peabody LLP, New York, New York, and D. Seaton and Associates, P.A., P.C., New York, New York, Co-Bond Counsel to New York State Urban Development Corporation, proposes to issue its legal opinion in substantially the following form:**

[Date of Closing]

New York State Urban Development  
Corporation  
633 Third Avenue  
New York, New York 10017

Ladies and Gentlemen:

We, as Co-Bond Counsel to the New York State Urban Development Corporation (the “Corporation”), doing business as Empire State Development, a corporate governmental agency of the State of New York (the “State”), constituting a public benefit corporation created and existing under the New York State Urban Development Corporation Act, being Chapter 174 of the Laws of 1968, as amended (the “UDC Act”), have examined a record of proceedings relating to the issuance of the Corporation’s \$\_\_\_\_\_ aggregate principal amount of State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) (the “Series 2021A Bonds”) and \$\_\_\_\_\_ aggregate principal amount of State Sales Tax Revenue Bonds, Series 2021B (Federally Taxable) (the “Series 2021B Bonds”) and together with the Series 2021A Bonds, the “Series 2021 Bonds”).

The Series 2021 Bonds are issued under and pursuant to the UDC Act, Article 5-F and Article 6 (Section 92-h) of the New York State Finance Law, as may be hereinafter amended from time to time (the “Enabling Act”), the State Sales Tax Revenue Bonds General Bond Resolution adopted by the Corporation on September 19, 2019 (the “Bond Resolution”), as supplemented by Supplemental Resolution Authorizing State Sales Tax Revenue Bonds, Series 2021-1, adopted by the Corporation on October 4, 2021 (the “Series 2021 Supplemental Resolution”), the Certificate of Determination relating to the Series 2021 Bonds, dated as of the date hereof (the “Certificate of Determination” and, together with the Series 2021 Supplemental Resolution, the “Supplemental Resolution”) and the Bond Financing Committee Resolution Concerning the Sale and Issuance of State Sales Tax Revenue Bonds, Series 2021, adopted on October 4, 2021 (the “Series 2021 Bond Financing Committee Resolution”). The Bond Resolution, the Supplemental Resolution, and the Series 2021 Bond Financing Committee Resolution are herein collectively referred to as the “Resolutions”. Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Resolutions.

The Corporation has reserved the right to issue additional Bonds on the terms and conditions and for the purposes stated in the Bond Resolution. Under and subject to the terms of the Bond Resolution, the Series 2021 Bonds and all Bonds heretofore and hereafter issued under the Bond Resolution rank and will rank equally as to security and payment. In addition, all State Sales Tax Revenue Bonds issued pursuant to the Enabling Act by Authorized Issuers for Authorized Purposes are on a parity with each other as to payments from the Sales Tax Revenue Bond Tax Fund established by Section 92-h of the New York State Finance Law (the “Sales Tax Bond Fund”), subject to annual appropriation by the New York State Legislature.

Pursuant to the Enabling Act, neither the Corporation nor the owners of the Series 2021 Bonds have or will have a lien on the monies on deposit in the Sales Tax Bond Fund. In addition, pursuant to the Enabling Act, nothing contained therein shall be deemed to restrict the right of the State to amend, repeal, modify or otherwise

alter statutes imposing or relating to the taxes imposed pursuant to Sections 1105 and 1110 of the New York Tax Law.

Based upon and subject to the foregoing, and in reliance thereon, and subject to the limitations set forth below, we are of the opinion that:

1. The Corporation has been duly created and is validly existing under the UDC Act and has the right, power and authority under the UDC Act and the Enabling Act to adopt the Resolutions and the Resolutions have been duly and lawfully adopted by the Corporation, are in full force and effect and are valid and binding upon the Corporation and enforceable in accordance with their terms.

2. The Resolutions create the valid pledge which they purport to create of the Pledged Property, subject to the application thereof to the purposes and on the conditions permitted by the Resolutions.

3. The Series 2021 Bonds have been duly and validly authorized and issued by the Corporation and are valid and binding special obligations of the Corporation, payable solely from the sources provided therefor in the Resolutions.

4. The Series 2021 Bonds are not a debt of the State, and the State is not liable thereon, nor shall the Series 2021 Bonds be payable out of funds of the Corporation other than those pledged for the payment of the Series 2021 Bonds.

5. The Financing Agreement dated as of October 1, 2019, between the Corporation and the Director of the Budget of the State of New York (the "Financing Agreement"), has been duly authorized, executed and delivered by the Corporation and, assuming the due and valid authorization, execution and delivery thereof by the Director of the Budget of the State of New York, constitutes a legal, valid and binding obligation of the Corporation enforceable against the Corporation in accordance with its terms.

6. The Internal Revenue Code of 1986 (the "Code") imposes certain requirements that must be met subsequent to the issuance and delivery of the Series 2021A Bonds for interest thereon to be and remain excluded from gross income for Federal income tax purposes. Noncompliance with such requirements could cause the interest on the Series 2021A Bonds to be included in gross income for Federal income tax purposes retroactive to the date of issue of the Series 2021A Bonds. Pursuant to the Resolution and the Tax Certificate as to Arbitrage and the Provisions of Sections 103 and 141-150 of the Internal Revenue Code of 1986 (the "Tax Certificate"), the Corporation and certain departments, agencies and authorities of the State of New York (the "Departments") have covenanted to comply with the applicable requirements of the Code in order to maintain the exclusion of the interest on the Series 2021A Bonds from gross income for federal income tax purposes pursuant to Section 103 of the Code. In addition, the Corporation and the Departments have made certain representations and certifications in the Resolutions and the Tax Certificate. Co-Bond Counsel will not independently verify the accuracy of those representations and certifications.

Under existing law, assuming compliance with the tax covenants described herein and the accuracy of the aforementioned representations and certifications, interest on the Series 2021A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Code. We are also of the opinion that such interest is not treated as a preference item in calculating the alternative minimum tax imposed under the Code.

7. Interest on the Series 2021B Bonds is not excluded from gross income for federal income tax purposes pursuant to the Code.

8. Under existing law, interest on the Series 2021 Bonds is exempt from personal income taxes imposed by the State or any political subdivision thereof (including The City of New York).

The opinions contained in paragraphs 2, 3 and 5 above are qualified only to the extent that the enforceability of the Resolutions, the Financing Agreement and the Series 2021 Bonds may be limited by applicable bankruptcy, insolvency, moratorium, reorganization or other laws heretofore or hereafter enacted and judicial decisions relating to or affecting the enforcement of creditors' rights or remedies or contractual obligations generally and is subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law). Except as stated in paragraphs 6, 7 and 8 above, we express no opinion as to any other federal, state or local tax consequences of the ownership or disposition of the Series 2021 Bonds. Furthermore, we express no opinion as to any federal, state or local tax law consequences with respect to the Series 2021 Bonds, or the interest thereon, if any action is taken with respect to the Series 2021 Bonds or the proceeds thereof upon the advice or approval of other counsel.

In rendering the foregoing opinions, we have made a review of such legal proceedings as we have deemed necessary to approve the legality and validity of the Series 2021 Bonds. In rendering the foregoing opinions we have not been requested to examine any document or financial or other information concerning the Corporation or the State other than the record of proceedings referred to above, and we express no opinion as to the adequacy or sufficiency of any financial or other information which has been or will be supplied to purchasers of the Series 2021 Bonds.

This opinion is rendered solely with regard to the matters expressly opined on above and no other opinions are intended nor should they be inferred. This opinion is issued as of the date hereof, and we assume no obligation to update, revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law, or in interpretations thereof, that may hereafter occur, or for any other reason whatsoever.

We have examined an executed Series 2021A Bond and an executed Series 2021B Bond and, in our opinion, the forms of said Series 2021 Bonds and their execution are regular and proper.

Very truly yours,

**APPENDIX E**

**EXECUTED COPY OF MASTER CONTINUING DISCLOSURE AGREEMENT**

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**APPENDIX F**

**REFUNDED BONDS CANDIDATES**

The Corporation is proposing to refund certain State-supported debt previously issued by the Corporation with a portion of the proceeds of the Series 2021 Bonds, together with other available funds, if any. All of the bonds listed below are the Refunded Bonds as described in “PART 7 – THE REFUNDING PLAN.”

The following list of bonds is not final and is subject to change prior to the issuance of the Series 2021 Bonds. The Corporation reserves the right to refund all, none or only a portion of the bonds listed below and also reserves the right to refund bonds in addition to those listed below. In the event that any of the bonds and principal amounts listed below are not refunded with proceeds of the Series 2021 Bonds, the Corporation reserves the right to issue refunding bonds in the future to refund any of the bonds listed below or portions thereof.

	<b>Maturity Date</b>	<b>Interest Rate</b>	<b>Principal Amount</b>	<b>Anticipated Call Date</b>	<b>Redemption Price</b>	<b>CUSIP Number<sup>†</sup></b>
<b><i>New York State Urban Development Corporation State Personal Income Tax Revenue Bonds (State Facilities and Equipment), Series 2004A-3</i></b>						
<b><i>Subseries 2004A-3-A</i></b>						
Term Bond	3/15/2033	Variable	\$74,705,000	11/15/2021	100%	650035MG0
<b><i>Subseries 2004A-3-B</i></b>						
Term Bond	3/15/2033	Variable	74,615,000	11/15/2021	100	650035MH8
<b><i>Subseries 2004A-3-D</i></b>						
Term Bond	3/15/2033	Variable	74,615,000	11/15/2021	100	650035MK1
<b><i>New York State Urban Development Corporation Service Contract Revenue Refunding Bonds Series 2008A</i></b>						
<b><i>Subseries 2008A-1</i></b>						
Term Bond	1/1/2030	Variable	60,955,000	11/15/2021	100	650035KP2
<b><i>Subseries 2008A-5</i></b>						
Term Bond	1/1/2030	Variable	60,955,000	11/15/2021	100	650035KT4

<sup>†</sup> CUSIP is a registered trademark of the American Bankers Association (“ABA”). CUSIP data herein are provided by CUSIP Global Services, which is managed on behalf of the ABA by S&P Global Market Intelligence, a division of S&P Global Inc. CUSIP numbers have been assigned by an independent company not affiliated with the Corporation and are included solely for the convenience of the holders of the Refunded Bonds. The Corporation is not responsible for the selection or uses of these CUSIP numbers, and no representation is made as to their correctness on the Series 2021 Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of the Series 2021 Bonds.

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**APPENDIX G**  
**NOTICES OF SALE**

APPENDIX G-I

SERIES 2021A NOTICE OF SALE

NOTICE OF SALE



**\$1,751,820,000\***  
**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**  
**STATE SALES TAX REVENUE BONDS,**  
**SERIES 2021A (TAX-EXEMPT)**

NOTICE IS HEREBY GIVEN THAT FOUR SEPARATE PROPOSALS will be received in electronic form only and solely through BiDCOMP™/PARITY® (“PARITY”), in the manner described below, by the New York State Urban Development Corporation (the “Corporation”) for the purchase of four separate groups of bonds that together comprise all of the \$1,751,820,000\* State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) (the “Series 2021A Bonds”) of the Corporation. Each such group of the Series 2021A Bonds (a “Bidding Group”) will include different non-overlapping maturities as set forth below (respectively, the “Series 2021A Bidding Group 1 Bonds”, the “Series 2021A Bidding Group 2 Bonds”, the “Series 2021A Bidding Group 3 Bonds” and the “Series 2021A Bidding Group 4 Bonds”, and collectively, the “Bidding Groups”). Bids for each Bidding Group will be received on:

**THURSDAY, OCTOBER 14, 2021**

**Until 10:30 A.M. (New York Time) -- \$430,020,000\* Series 2021A Bidding Group 1 Bonds**

**Until 11:00 A.M. (New York Time) -- \$443,390,000\* Series 2021A Bidding Group 2 Bonds**

**Until 11:30 A.M. (New York Time) -- \$450,130,000\* Series 2021A Bidding Group 3 Bonds**

**Until 12:00 P.M. (New York Time) -- \$428,280,000\* Series 2021A Bidding Group 4 Bonds**

(In each case, subject to postponement or cancellation in accordance with this Notice of Sale)

At such times and location, the electronic bids received will be made publicly available, for the purchase of the Series 2021A Bonds. Proposals submitted after the above-stated times for each Bidding Group or proposals submitted in person or via facsimile will not be considered by the Corporation. **No other form of proposal or provider of electronic bidding services will be accepted.** For purposes of the bidding process, the time as maintained by PARITY shall constitute the official time with respect to all proposals submitted. Bidders are required to submit proposals for all of the Series 2021A Bonds within a Bidding Group in accordance with the terms of this Notice of Sale.

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\*Subject to change, as described herein.

**THE SALE AND DELIVERY OF EACH BIDDING GROUP OF THE SERIES 2021A BONDS IS CONTINGENT UPON THE SALE AND DELIVERY OF THE THREE OTHER BIDDING GROUPS OF THE SERIES 2021A BONDS.**

On Thursday, October 14, 2021, the Corporation also will be receiving separate proposals for the purchase of two separate bidding groups of its \$648,485,000\* State Sales Tax Revenue Bonds, Series 2021B (Federally Taxable) (the “Series 2021B Bonds”) (*subject to postponement or cancellation in accordance with the Notice of Sale for the Series 2021B Bonds*).

**THE SALE AND DELIVERY OF THE SERIES 2021A BONDS IS CONTINGENT UPON THE SALE AND DELIVERY OF ALL THE SERIES 2021B BONDS.**

The following information includes only a brief summary of certain provisions of the Series 2021A Bonds, the security therefor, the proposals for the Series 2021A Bonds and other terms relating thereto. Prior to submitting a proposal, bidders should read the Preliminary Official Statement dated October 6, 2021 relating to the Series 2021A Bonds (the “Preliminary Official Statement”), which includes summaries of the Financing Agreement (the “Financing Agreement”) between the Corporation and the State of New York (the “State”) relating to the Corporation’s State Sales Tax Revenue Bonds and the Corporation’s State Sales Tax Revenue Bonds General Bond Resolution, adopted on September 19, 2019, as supplemented to date (the “General Resolution”). The Corporation is distributing copies of the Preliminary Official Statement to potential bidders electronically through MuniOS. Potential bidders may obtain an electronic copy of the Preliminary Official Statement, including this Notice of Sale (as the same may be supplemented), at the MuniOS website, [www.munios.com](http://www.munios.com). Copies of the form of the Financing Agreement and the General Resolution are available from Nixon Peabody LLP, New York, New York (Attention: Chris Reitzel, Esq., (212) 940-3016, fax number (833) 830-3159 and D. Seaton and Associates, P.A., P.C., New York, New York (Attention: Douglas M. Seaton, Esq., (212) 705-4284, co-bond counsel to the Corporation (“Co-Bond Counsel”). Capitalized terms used herein and not otherwise defined have the meanings given to them in the Financing Agreement and the General Resolution.

**If any summary of the terms of the sale of the Series 2021A Bonds posted by PARITY, as the approved provider of electronic bidding services for the Series 2021A Bonds, conflicts with this Notice of Sale in any respect, the terms of this Notice of Sale shall control, unless a notice of an amendment is given as described herein.**

**AUTHORIZATION AND PURPOSE**

The Corporation is a corporate governmental agency of the State of New York (the “State”) created pursuant to the provisions of the New York State Urban Development Corporation Act, constituting Chapter 174 of the Laws of New York of 1968, as amended (the “Act”). The Series 2021A Bonds will be issued pursuant to Article 5-F and Article 6 (Section 92-h) of the New York State Finance Law, as amended (the “Sales Tax Revenue Bond Enabling Act”), the Act and other provisions of State law, and pursuant and subject to the provisions, terms and conditions of the General Resolution, as supplemented, including as supplemented by a resolution of the Corporation adopted on October 4, 2021, entitled “Supplemental Resolution 2021-1 Authorizing State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) and Series 2021B (Federally Taxable)” and by a resolution adopted on October 4, 2021 and entitled “Bond Financing Committee Resolution Concerning the Sale and Issuance of State Sales Tax Revenue Bonds, Series 2021” (collectively with the General Resolution, the “Resolution”).

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\*Subject to change, as described herein.

The Series 2021A Bonds are being issued for the purposes of financing Authorized Purposes (as such term is defined in the General Resolution), including (i) financing or reimbursing all or a portion of the costs of certain programs and projects within the State, (ii) refunding certain State-supported debt previously issued by the Corporation, including paying the costs of any interest rate exchange agreement terminations relating to such refunded bonds, and (iii) paying certain costs relating to the issuance of the Series 2021A Bonds, all as more particularly described in the Preliminary Official Statement.

**SECURITY FOR THE SERIES 2021A BONDS**

The Series 2021A Bonds are special obligations of the Corporation, secured by a pledge of the payments (“Financing Agreement Payments”) to be made by the State Comptroller to the Trustee pursuant to the Financing Agreement. Financing Agreement Payments are made from certain sales and compensating use taxes imposed by the State on a statewide basis and deposited, as required by the Sales Tax Revenue Bond Enabling Act, to the Sales Tax Revenue Bond Tax Fund. Additional information regarding the security and sources of payment for State Sales Tax Revenue Bonds and the sources of New York State sales tax receipts for the Sales Tax Revenue Bond Tax Fund is set forth in the Preliminary Official Statement.

**PRINCIPAL AMORTIZATION\***

As set forth below, the Series 2021A Bidding Group 1 Bonds include Series 2021A Bonds maturing in the years 2023 to 2036, inclusive, the Series 2021A Bidding Group 2 Bonds include Series 2021A Bonds maturing in the years 2037 to 2042, inclusive, the Series 2021A Bidding Group 3 Bonds include Series 2021A Bonds maturing in the years 2043 to 2047, inclusive, and the Series 2021A Bidding Group 4 Bonds include Series 2021A Bonds maturing in the years 2048 to 2051, inclusive.

***Series 2021A Bidding Group 1 Bonds***

Principal with respect to the Series 2021A Bidding Group 1 Bonds will mature and sinking fund installments with respect to the Series 2021A Bidding Group 1 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2021A Bidding Group 1 Bonds**

<u>Date</u> *	<u>Preliminary Annual Principal Amount</u> *	<u>Interest Rate</u> *
2023	\$64,840,000	minimum 3.00%, maximum 5.00%
2024	64,920,000	minimum 3.00%, maximum 5.00%
2025	29,835,000	minimum 3.00%, maximum 5.00%
2026	30,735,000	minimum 3.00%, maximum 5.00%
2027	32,165,000	minimum 3.00%, maximum 5.00%
2028	31,555,000	minimum 3.00%, maximum 5.00%
2029	30,715,000	minimum 3.00%, maximum 5.00%
2030	28,390,000	minimum 3.00%, maximum 5.00%
2031	25,070,000	minimum 3.00%, maximum 5.00%
2032	26,240,000	5.00%
2033	19,495,000	5.00%

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\*Subject to change, as described herein.

2034	1,760,000	5.00%
2035	1,845,000	5.00%
2036	42,455,000	5.00%

***Series 2021A Bidding Group 2 Bonds***

Principal with respect to the Series 2021A Bidding Group 2 Bonds will mature and sinking fund installments with respect to the Series 2021A Bidding Group 2 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2021A Bidding Group 2 Bonds**

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Interest Rate*</u>
2037	\$66,970,000	minimum 4.00%, maximum 5.00%
2038	69,645,000	minimum 4.00%, maximum 5.00%
2039	72,425,000	minimum 4.00%, maximum 5.00%
2040	75,325,000	minimum 4.00%, maximum 5.00%
2041	78,340,000	minimum 3.00%, maximum 5.00%
2042	80,685,000	minimum 3.00%, maximum 5.00%

***Series 2021A Bidding Group 3 Bonds***

Principal with respect to the Series 2021A Bidding Group 3 Bonds will mature and sinking fund installments with respect to Series 2021A Bidding Group 3 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2021A Bidding Group 3 Bonds**

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Interest Rate*</u>
2043	\$83,105,000	minimum 4.00%, maximum 5.00%
2044	86,425,000	minimum 4.00%, maximum 5.00%
2045	89,890,000	minimum 4.00%, maximum 5.00%
2046	93,480,000	minimum 4.00%, maximum 5.00%
2047	97,230,000	minimum 4.00%, maximum 5.00%

***Series 2021A Bidding Group 4 Bonds***

Principal with respect to the Series 2021A Bidding Group 4 Bonds will mature and sinking fund installments with respect to Series 2021A Bidding Group 4 Bonds to be issued as term bonds, if any, will

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\*Subject to change, as described herein.

be paid on March 15, in each of the years and in the principal amounts shown below, subject to the following interest rate requirements:

**Series 2021A Bidding Group 4 Bonds**

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Interest Rate*</u>
2048	\$101,110,000	minimum 4.00%, maximum 5.00%
2049	105,155,000	minimum 4.00%, maximum 5.00%
2050	109,370,000	minimum 3.00%, maximum 5.00%
2051	112,645,000	minimum 2.625%, maximum 5.00%

ANY CHANGES TO THE PRINCIPAL PAYMENT SCHEDULE FOR THE SERIES 2021A BONDS TO BE USED FOR THE BIDDING PROCESS WILL BE ANNOUNCED BY MEANS OF A SUPPLEMENT TO THIS NOTICE OF SALE TO BE POSTED ON MUNIOS NOT LATER THAN 9:00 A.M. (NEW YORK CITY TIME) ON ANY ANNOUNCED DATE FOR RECEIPT OF BIDS.

**TERM BOND OPTION**

The successful bidder for each Bidding Group of the Series 2021A Bonds may designate two or more of the consecutive serial maturities set forth above for such Bidding Group as a term bond maturity equal in aggregate principal amount, and with amortization requirements corresponding, to such designated serial maturities on the Series 2021A Bonds of such Bidding Group. Any such term bond or bonds shall be subject to mandatory sinking fund redemption commencing on March 15 of the first year which has been combined to form such term bond or bonds and continuing on March 15 in each year thereafter until the stated maturity date of that term bond or bonds. Series 2021A Bonds to be redeemed in any year by mandatory sinking fund redemption shall be redeemed at par, as described in the Preliminary Official Statement.

**CERTAIN DETAILS OF SERIES 2021A BONDS**

The Series 2021A Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, NY (“DTC”), which will act as securities depository for the Series 2021A Bonds. Purchasers (as defined below) will not receive certificates representing their ownership interest in the Series 2021A Bonds purchased. Beneficial ownership interests in the Series 2021A Bonds in the amount of \$5,000 or any integral multiple thereof may be purchased by or through DTC Participants.

The Series 2021A Bonds will be dated and bear interest from their date of delivery on or about October 21, 2021. Interest will be calculated on a 30/360-day basis and will be payable semi-annually, beginning March 15, 2022, and on each September 15 and March 15 thereafter until maturity or earlier redemption.

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\*Subject to change, as described herein.

## **OPTIONAL REDEMPTION\***

The Series 2021A Bonds maturing on and before March 15, 2031 are not subject to optional redemption prior to maturity. The Series 2021A Bonds maturing after March 15, 2031 are subject to optional redemption prior to maturity on or after September 15, 2031, in any order, at the option of the Corporation, as a whole or in part at any time, at a redemption price of par, plus accrued interest to the redemption date.

## **RIGHT TO AMEND**

The Corporation reserves the right to amend this Notice of Sale, including, but not limited to, the right to change the date and/or time of the bond sale of each Bidding Group or the preliminary aggregate principal amount of the Series 2021A Bonds and of each Bidding Group, and the preliminary annual principal amounts in each Bidding Group (the “Preliminary Aggregate Principal Amount” and the “Preliminary Annual Principal Amounts,” respectively; and collectively, the “Preliminary Amounts”) being offered. ANY CHANGE TO THE BID DATE AND/OR TIME AND ANY REVISIONS TO THE PRELIMINARY AMOUNTS FOR THE SERIES 2021A BONDS OR ANY BIDDING GROUP (THE “REVISED AGGREGATE PRINCIPAL AMOUNT” AND THE “REVISED ANNUAL PRINCIPAL AMOUNTS,” RESPECTIVELY; AND COLLECTIVELY, THE “REVISED AMOUNTS”), AS WELL AS ANY OTHER CHANGE, WILL BE ANNOUNCED BY MEANS OF A SUPPLEMENT TO THIS NOTICE OF SALE TO BE POSTED ON MUNIOS NOT LATER THAN 9:00 A.M. (NEW YORK CITY TIME) ON THE LAST ANNOUNCED DATE FOR RECEIPT OF BIDS. In the event that no revisions are made to the Preliminary Amounts, the Preliminary Amounts for each Bidding Group shall constitute the Revised Amounts for each Bidding Group.

After selecting the winning bid for each Bidding Group, the Corporation will determine the final aggregate principal amount of the Series 2021A Bonds for each Bidding Group (the “Final Aggregate Principal Amount”) and each final annual principal amount (the “Final Annual Principal Amounts,” together with the Final Aggregate Principal Amount, the “Final Amounts”). In determining the Final Amounts, the Corporation reserves the right to reduce or increase the Revised Aggregate Principal Amount of Series 2021A Bonds of each Bidding Group by up to 10% of such amount.

THE SUCCESSFUL BIDDER FOR EACH BIDDING GROUP MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES BID OR THE INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE REVISED AMOUNTS WITHIN THE LIMITS STATED ABOVE. The dollar amount bid by the successful bidder for each Bidding Group will be adjusted to reflect any adjustments in the aggregate principal amount or any annual principal amount of each Bidding Group of the Series 2021A Bonds. Such adjusted bid price for each Bidding Group will reflect changes in the dollar amount of the underwriters’ discount and original issue discount/premium, if any, but will not change the selling compensation per \$1,000 of par amount of Series 2021A Bonds from the selling compensation that would have been received based on the purchase price of the winning bid of each Bidding Group and the Initial Reoffering Prices (as defined below). The interest rate specified by the successful bidder for each Bidding Group using the price at which it will re-offer the Series 2021A Bonds of each maturity of such Bidding Group to the public (the “Initial Reoffering Prices”) will not change. The Final Amounts and the adjusted purchase price for the Series 2021A Bidding Group 1 Bonds, the Series 2021A Bidding Group 2 Bonds, the Series 2021A Bidding Group 3 Bonds and the Series 2021A Bidding Group 4 Bonds will be communicated to the respective successful bidders as soon as possible, but no later than 9:00 a.m. (New York City Time) on the day immediately following the day of the sale.

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\*Subject to change, as described herein.

## **MINORITY/WOMEN BUSINESS ENTERPRISES**

It is the policy of the Corporation that appropriate consideration be given to firms which are minority-owned business enterprises (“MBE”) and women-owned business enterprises (“WBE”). The Corporation requests and strongly urges bidders to include such firms in their management group or syndicate and to allocate bonds accordingly. The Corporation may request a report of the winning bidder showing the portion of the issue that was allocated to MBE and WBE firms.

### **PROPOSALS**

#### ***General***

Each interest rate specified for any bid must meet the specific requirements below. In addition, all Series 2021A Bonds maturing on any one date shall bear the same rate of interest and all interest rates must be in multiples of 1/8 or 1/20 of one percent (1%). The aggregate amount to be paid by the bidder for each of the Bidding Groups may not be less than 100% of the Revised Aggregate Principal Amount of such Bidding Group.

#### ***Series 2021A Bidding Group 1 Bonds***

Each bid for the Series 2021A Bidding Group 1 Bonds must be a firm offer for all, and not less than all, of the \$430,020,000\* Series 2021A Bidding Group 1 Bonds hereby offered for sale and must comply with the following conditions:

- (1) with respect to the Series 2021A Bidding Group 1 Bonds maturing March 15 in the years 2023 through 2031, inclusive, no such Series 2021A Bidding Group 1 Bonds shall have a coupon of less than three percent (3.00%) or greater than five percent (5.00%) per annum; and
- (2) with respect to the Series 2021A Bidding Group 1 Bonds maturing March 15 in the years 2032 through 2036, inclusive, such Series 2021A Bidding Group 1 Bonds shall have a coupon of five percent (5.00%) per annum.

#### ***Series 2021A Bidding Group 2 Bonds***

Each bid for the Series 2021A Bidding Group 2 Bonds must be a firm offer for all, and not less than all, of the \$443,390,000\* Series 2021A Bidding Group 2 Bonds hereby offered for sale and must comply with the following conditions:

- (1) with respect to the Series 2021A Bidding Group 2 Bonds maturing March 15 in the years 2037 through 2040, inclusive, no such Series 2021A Bidding Group 2 Bonds shall have a coupon of less than four percent (4.00%) or greater than five percent (5.00%) per annum; and
- (2) with respect to the Series 2021A Bidding Group 2 Bonds maturing March 15 in the years 2041 and 2042, no such Series 2021A Bidding Group 2 Bonds shall have a coupon of less than three percent (3.00%) or greater than five percent (5.00%) per annum.

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\*Preliminary, subject to change.

### ***Series 2021A Bidding Group 3 Bonds***

Each bid for the Series 2021A Bidding Group 3 Bonds must be a firm offer for all, and not less than all, of the \$450,130,000\* Series 2021A Bidding Group 3 Bonds hereby offered for sale and must comply with the following condition: no Series 2021A Bidding Group 3 Bonds shall have a coupon of less than four percent (4.00%) per annum or greater than five percent (5.00%) per annum.

### ***Series 2021A Bidding Group 4 Bonds***

Each bid for the Series 2021A Bidding Group 4 Bonds must be a firm offer for all, and not less than all, of the \$428,280,000\* Series 2021A Bidding Group 4 Bonds hereby offered for sale and must comply with the following conditions:

(1) with respect to the Series 2021A Bidding Group 4 Bonds maturing March 15 in the years 2048 and 2049, no such Series 2021A Bidding Group 4 Bonds shall have a coupon of less than four percent (4.00%) or greater than five percent (5.00%) per annum;

(2) with respect to the Series 2021A Bidding Group 4 Bonds maturing March 15, 2050, no such Series 2021A Bidding Group 4 Bonds shall have a coupon of less than three percent (3.00%) or greater than five percent (5.00%) per annum; and

(3) with respect to the Series 2021A Bidding Group 4 Bonds maturing March 15, 2051, no such Series 2021A Bidding Group 4 Bonds shall have a coupon of less than two and five eighths percent (2.625%) or greater than five percent (5.00%) per annum.

### **RIGHT OF REJECTION**

The Corporation reserves the right in its discretion to reject any or all proposals and to waive any irregularity or informality in any proposal. The Corporation shall not be responsible for costs incurred by any of the bidders as a result of participation in the bidding process.

### **AWARD**

The award of each Bidding Group of the Series 2021A Bonds, if any, will be made to the bidder complying with the terms of sale and offering to purchase such Bidding Group of the Series 2021A Bonds at the lowest true interest cost to the Corporation, calculated by the Corporation or its agent, based on the Revised Amounts, described above. True interest cost shall be determined for each bid by doubling the semi-annual interest rate, compounded semi-annually, necessary to discount the debt service payments (interest, or principal and interest, as due, including any mandatory redemptions) from the payment dates to the dated date, which is the delivery date, expected to be October 21, 2021, and to the price bid. If more than one bid in a Bidding Group offers the same lowest true interest cost, the successful bid will be the bid that was submitted earlier, as determined by reference to the time stamp displayed on PARITY. Each bidder for a Bidding Group shall include in its bid for that Bidding Group a statement of the true interest cost offered in its bid, but this statement shall not be deemed to be a part of the bid.

### **ELECTRONIC BIDDING**

Each bid must be submitted electronically via PARITY. No other form of proposal or provider of electronic bidding services will be accepted. Each prospective bidder shall be solely responsible to register to bid via PARITY. Information about the BiDCOMP/PARITY Competitive Bidding System, including

registration requirements and fees charged, may be obtained from Ipreo/PARITY, 1359 Broadway, 2nd Floor, New York, NY 10018, Telephone (212) 849-5021.

**By submitting a bid for a Bidding Group of the Series 2021A Bonds, a bidder represents and warrants to the Corporation that it has an established industry reputation for underwriting new issuances of municipal bonds.**

Bids must be submitted for the purchase of a Bidding Group of Series 2021A Bonds by means of the Corporation's Bid Form (the "Bid Form") via PARITY electronically on Thursday, October 14, 2021 by (i) 10:30 A.M., New York Time, for Series 2021A Bidding Group 1 Bonds, (ii) 11:00 A.M., New York Time, for Series 2021A Bidding Group 2 Bonds, (iii) 11:30 A.M., New York Time, for Series 2021A Bidding Group 3 Bonds and (iv) 12:00 P.M., New York Time, for Series 2021A Bidding Group 4 Bonds, unless postponed as described herein (see "RIGHT TO AMEND"). Once bids are communicated electronically via PARITY to the Corporation and the respective sale time has passed, each bid will constitute an irrevocable offer to purchase the applicable Bidding Group of Series 2021A Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on PARITY shall constitute the official time. For information purposes only, bidders are requested to state in their bids the true interest cost to the Corporation represented by the rate or rates of interest and the bid price specified in their respective bids. No bid will be received after the respective time for receiving such bids specified above.

**IF ANY PROVISIONS OF THIS NOTICE OF SALE CONFLICT WITH INFORMATION PROVIDED BY PARITY AS THE APPROVED PROVIDER OF ELECTRONIC BIDDING SERVICES, THIS NOTICE OF SALE SHALL CONTROL.**

Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. The Corporation has no duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and shall not be responsible for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The Corporation is using PARITY as a communication mechanism, and not as the Corporation's agent, to conduct the electronic bidding for the Series 2021A Bonds. The Corporation is not bound by any advice and determination of PARITY to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the specifications under "PROPOSALS" set forth above. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via PARITY are the sole responsibility of the bidders; and the Corporation is not responsible, directly or indirectly, for any of such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying or withdrawing a bid for the Series 2021A Bonds, it should telephone PARITY and also notify Elaine Kloss, Chief Financial Officer of the Corporation by email at [Elaine.Kloss@esd.ny.gov](mailto:Elaine.Kloss@esd.ny.gov).

**WARNING REGARDING ELECTRONIC BIDS:** THE CORPORATION WILL ACCEPT BIDS IN ELECTRONIC FORM SOLELY THROUGH PARITY ON THE OFFICIAL BID FORM CREATED FOR SUCH PURPOSE. EACH BIDDER SUBMITTING AN ELECTRONIC BID UNDERSTANDS AND AGREES BY DOING SO THAT IT IS SOLELY RESPONSIBLE FOR ALL ARRANGEMENTS WITH PARITY AND THAT PARITY IS NOT ACTING AS AN AGENT OF THE CORPORATION. INSTRUCTIONS AND FORMS FOR SUBMITTING ELECTRONIC BIDS MUST BE OBTAINED FROM PARITY, AND THE CORPORATION ASSUMES NO RESPONSIBILITY FOR ENSURING OR VERIFYING BIDDER COMPLIANCE WITH THE PROCEDURES OF PARITY. THE CORPORATION SHALL ASSUME THAT ANY BID RECEIVED THROUGH PARITY HAS BEEN MADE BY A DULY AUTHORIZED AGENT OF THE BIDDER.

THE CORPORATION, CO-BOND COUNSEL AND PUBLIC RESOURCES ADVISORY GROUP, AS FINANCIAL ADVISOR TO THE STATE DIVISION OF BUDGET (THE “FINANCIAL ADVISOR”), ASSUME NO RESPONSIBILITY FOR ANY ERROR CONTAINED IN ANY BID SUBMITTED ELECTRONICALLY, OR FOR FAILURE OF ANY BID TO BE TRANSMITTED, RECEIVED OR OPENED AT THE OFFICIAL TIME FOR RECEIPT OF BIDS OF A BIDDING GROUP. EACH BIDDER EXPRESSLY ASSUMES THE RISK OF ANY INCOMPLETE, ILLEGIBLE, UNTIMELY OR NONCONFORMING BID SUBMITTED BY ELECTRONIC TRANSMISSION BY SUCH BIDDER, INCLUDING WITHOUT LIMITATION, BY REASON OF GARBLED TRANSMISSIONS, MECHANICAL FAILURE, ENGAGED TELECOMMUNICATIONS LINES, OR ANY OTHER CAUSE ARISING FROM SUBMISSION BY ELECTRONIC TRANSMISSION.

### **GOOD FAITH DEPOSITS**

Good faith deposits for the Series 2021A Bonds will not be required.

### **OFFICIAL STATEMENT**

The Preliminary Official Statement has been deemed final by the State and the Corporation as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission (“Rule 15c2-12”), except for certain permitted omissions described in paragraph (b)(1) of Rule 15c2-12, but is subject to change without notice and to completion or amendment or supplementation in the final Official Statement.

The Corporation is distributing copies of the Preliminary Official Statement to potential bidders electronically through MuniOS. Potential bidders may obtain an electronic copy of the Preliminary Official Statement by logging onto the website for MuniOS at [www.munios.com](http://www.munios.com).

After the sale of the Series 2021A Bonds, the Corporation will provide the successful bidder for each Bidding Group (each a “Purchaser”) with a reasonable number of copies of the final Official Statement within seven (7) business days of the award of the Series 2021A Bonds. Each Purchaser may order additional copies at its own expense and is responsible for distributing the final Official Statement to its syndicate members. The Purchasers will be required to deliver a copy of the final Official Statement to the Municipal Securities Rulemaking Board by the Closing Date (as defined below).

### **CONTINUING DISCLOSURE**

In order to assist bidders in complying with Rule 15c2-12(b)(5), the State has undertaken, pursuant to the New York State Sales Tax Revenue Bonds Master Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”), to provide annual reports and notices of certain events. A description of the Continuing Disclosure Agreement is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement. A copy of the executed Continuing Disclosure Agreement is attached to the Preliminary Official Statement as Appendix E.

### **CUSIP IDENTIFICATION NUMBERS**

It is anticipated that CUSIP identification numbers will be printed on the Series 2021A Bonds, but neither the failure to print such number on any Series 2021A Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Series 2021A Bonds. The Financial Advisor will timely apply for CUSIP numbers with respect to the Series 2021A Bonds as required by MSRB Rule G-34. Each Purchaser shall be responsible for the cost of assignment of such CUSIP numbers.

## UNDERTAKINGS OF THE SUCCESSFUL BIDDERS

Each Purchaser shall make a bona fide public offering of all the Series 2021A Bonds in such Bidding Group and shall represent to the Corporation that such reoffering is in compliance with all applicable securities laws of the jurisdictions in which such Series 2021A Bonds are offered. The Corporation has not taken any action relating to the requirements of the securities or “Blue Sky” laws of any jurisdiction with respect to the offer and sale of the Series 2021A Bonds. **Within 30 minutes after being notified of the award of a Bidding Group of the Series 2021A Bonds, the applicable Purchaser shall advise the Corporation in writing (via email, to Elaine Kloss, Chief Financial Officer, at Elaine.Kloss@esd.ny.gov) of the Initial Reoffering Prices of the Series 2021A Bonds of such Bidding Group.** Each Purchaser must, by facsimile transmission or delivery received by the Corporation within two (2) hours after notification of the Final Annual Principal Amounts for the applicable Bidding Group, furnish the following information to the Corporation to complete the Official Statement in final form and to adjust the amortization requirements:

- A. Selling compensation (aggregate total anticipated compensation to such Purchaser expressed in dollars, based on the expectation that all Series 2021A Bonds in the applicable Bidding Group awarded to it are sold at the prices or yields at which the Purchaser advised the Corporation that such Series 2021A Bonds were initially offered to the public).
- B. Details of any bond insurance.
- C. Any desired combination of annual principal installments of Series 2021A Bidding Group 1 Bonds, Series 2021A Bidding Group 2 Bonds, Series 2021A Bidding Group 3 Bonds or Series 2021A Bidding Group 4 Bonds bearing the same interest rate into term bonds with mandatory sinking fund redemption requirements.
- D. Any additional pricing or other information that the Corporation determines is necessary to complete the Official Statement.
- E. Confirmation from such Purchaser that it will execute and deliver the applicable issue price certificate on or prior to the Closing Date and will comply in all respects with the provisions of such certificate.

After the awards of the Series 2021A Bonds, the Corporation will prepare copies of the final Official Statement and will include therein such additional information concerning the reoffering of the Series 2021A Bonds as the successful bidders may reasonably request; *provided, however*, that the Corporation will not include in the final Official Statement a “NRO” (“not reoffered”) designation with respect to any maturity of the Series 2021A Bonds. Each Purchaser will be responsible to the Corporation in all respects for the accuracy and completeness of information provided by such Purchaser with respect to such reoffering.

## REOFFERING AND SALE OF BONDS TO PUBLIC

The winning bidder of each Bidding Group of the Series 2021A Bonds shall execute and deliver to the Corporation on or prior to the delivery date of the Series 2021A Bonds an “issue price” or similar certificate as described below.

The provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of bonds or notes) will apply to the initial sale of Series 2021A Bonds of a Bidding Group (the “competitive sale requirements”) if:

- (1) the Corporation disseminates this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders have an equal opportunity to bid;
- (3) the Corporation receives bids for each Bidding Group from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the Corporation anticipates awarding each Bidding Group of the Series 2021A Bonds to the bidder who submits a firm offer to purchase the respective Bidding Group of the Series 2021A Bonds at the lowest interest cost, as set forth in this Notice of Sale.

If an initial sale of a Bidding Group of the Series 2021A Bonds satisfies the competitive sale requirements above, then it is a qualified competitive bid (a “**Qualified Competitive Bid**”), and the winning bidder of each Bidding Group will be required to provide a certificate in the form attached as Exhibit A, which requires a certification as to the reasonably expected reoffering price to the public, among other things. If an initial sale of Series 2021A Bonds does not satisfy the competitive sale requirements above because three bids are not received (a “**Nonqualified Competitive Bid**”), the winning bidder of each Bidding Group will be required to provide a certificate in the form attached as Exhibit B, which requires a certification as to either (i) the first price at which 10% of the purchased bonds was sold to the public as of the sale date, or (ii) the reasonably expected initial offering price to the public and a certification that the purchaser and any underwriters did not offer or sell any of the purchased bonds of each maturity to any person at a price that is higher than the initial offering price of such maturity for up to five business days from the sale date, as further described in the certificate. The Corporation will notify the winning bidder of each Bidding Group of the Series 2021A Bonds as promptly as possible after the bids are received whether the sale constitutes a Qualified Competitive Bid or a Nonqualified Competitive Bid. **Bidders should note that procedures for a Nonqualified Competitive Bid may require the winning bidder of a Bidding Group of the Series 2021A Bonds to neither offer nor sell any of the purchased bonds of each maturity to any person at a price that is higher than the initial offering price of such maturity for up to five business days after the sale date, as further specified in the form of such certification.**

By accepting the award of the Series 2021A Bonds in the Bidding Group, the Purchaser of such Bidding Group agrees to execute the Certificate as to Issue Price attached hereto as Exhibit A for Qualified Competitive Bids and Exhibit B for Nonqualified Competitive Bids not later than the 4:00 P.M. New York City time on the business day prior to the Closing Date. In either case, the certificate will be dated the Closing Date.

**Each Purchaser will also be required to provide to the Corporation and Co-Bond Counsel with such additional information as may be requested by Co-Bond Counsel. For this purpose, sales of the Series 2021A Bonds to other underwriters or related parties will not be considered sales to the Public (as defined in the Certificate as to Issue Price).**

**FAILURE TO DEMONSTRATE COMPLIANCE WITH THIS REQUIREMENT WITH RESPECT TO A BIDDING GROUP OF THE SERIES 2021A BONDS WILL CONSTITUTE A DEFAULT BY THE RESPECTIVE PURCHASER AND IN SUCH EVENT THE CORPORATION WILL NOT DELIVER THE SERIES 2021A BONDS OF SUCH BIDDING GROUP TO SUCH PURCHASER.**

**THE CORPORATION, THE FINANCIAL ADVISOR AND CO-BOND COUNSEL WILL BE RELYING ON THE CONTENTS OF THE CERTIFICATES AS TO ISSUE PRICE AND**

**SUPPORTING DOCUMENTS PROVIDED BY THE PURCHASERS IN DETERMINING THE ISSUE PRICE AND THE ARBITRAGE YIELD ON THE SERIES 2021A BONDS.**

**CLOSING DOCUMENTS**

As a condition to the obligation of each Purchaser to accept delivery of and pay for the applicable Bidding Group of Series 2021A Bonds, such Purchaser will be furnished the approving legal opinions of Co-Bond Counsel, substantially in the forms set forth in Appendix D to the Preliminary Official Statement. Upon delivery of the Series 2021A Bonds, each Purchaser will be furnished with a record of proceedings taken in connection with the issuance of the Series 2021A Bonds.

**TAX STATUS - OPINION OF CO-BOND COUNSEL**

In the opinion of Co-Bond Counsel, under existing law and assuming continuing compliance with certain tax covenants described in the Preliminary Official Statement, and the accuracy of certain representations and certifications described in the Preliminary Official Statement, (i) interest on the Series 2021A Bonds is excluded from gross income for Federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended, and (ii) interest on the Series 2021A Bonds is not treated as a preference item in calculating the alternative minimum tax imposed under the Code. In addition, in the opinion of Co-Bond Counsel, under existing law, interest on the Series 2021A Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York). Additional information regarding the tax consequences of owning the Series 2021A Bonds is set forth in the Preliminary Official Statement.

**DELIVERY AND PAYMENT**

The Series 2021A Bonds are expected to be available for delivery through the facilities of DTC on or about October 21, 2021 (the “Closing Date”). It is expected that the closing of the Series 2021A Bonds will be held electronically through the offices of Nixon Peabody LLP, 55 West 46th Street, New York, New York 10036. Each Purchaser will be required to make payment to the Corporation for the Series 2021A Bonds of the applicable Bidding Group, upon delivery of such Series 2021A Bonds, by Federal Wire.

**CONFLICT WAIVER**

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C. are serving as Co-Bond Counsel to the Corporation in connection with the issuance and sale of the Series 2021A Bonds. By placing a bid, each bidder for a Bidding Group represents that it understands that each of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., in its capacity as Co-Bond Counsel, represents the Corporation, and each successful bidder agrees to waive any conflict of interest that Nixon Peabody LLP’s and/or D. Seaton and Associates, P.A., P.C.’s involvement in connection with the issuance and sale of the Series 2021A Bonds to such successful bidder presents.

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**

Dated: October 6, 2021

**Form of Issue Price Certificate  
for Qualified Competitive Bid**

\$ \_\_\_\_\_

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
STATE SALES TAX REVENUE BONDS, SERIES 2021A, BIDDING GROUP \_**

**CERTIFICATE AS TO ISSUE PRICE**

[Closing Date]

[NAME OF PURCHASER], as the winning bidder (the “**Purchaser**”), on behalf of itself and other Underwriters as defined below, in connection with the sale by the New York State Urban Development Corporation (the “**Corporation**”) of its \$ \_\_\_\_\_ aggregate principal amount of State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) maturing March 15, \_\_\_\_ to March 15, \_\_\_\_ constituting Bidding Group \_ (the “**Bonds**”), pursuant to the Notice of Sale published on October 6, 2021, hereby certifies that it reasonably expected on the date the sale of the Bonds was awarded to it to reoffer the Bonds to the Public at the prices and/or yields set forth in **ATTACHMENT I** hereto. The Purchaser was not given the opportunity to review other bids submitted prior to submitting its bid. The bid submitted by the Purchaser constituted a firm offer to purchase the Bonds. The Purchaser has an established industry reputation for underwriting new issuances of municipal bonds. Attached hereto as **ATTACHMENT II** is a true and correct copy of (a) the bid provided by the Purchaser to purchase the Bonds and (b) the pricing wire or equivalent communication for the Bonds.

For purposes of this certificate, the following definitions will apply:

“**Public**” means any person (including an individual, trust, estate, partnership, association, company or corporation) other than an Underwriter or a Related Party, as defined below, to an Underwriters;

“**Related Party**” means any entity if an Underwriter and such entity are subject, directly or indirectly, to (i) more than 50 percent common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50 percent common ownership of their capital interests or profit interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50 percent common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other);

“**Underwriter**” means (i) the Purchaser, (ii) any person that agrees pursuant to a written contract to participate in the initial sale of the Bonds to the Public, and (iii) any person that agrees pursuant to a written contract directly or indirectly with the Purchaser or a person described in clause (ii) of this definition to participate in the initial sale of the Bonds to the Public, including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public;

We understand that the representations contained herein may be relied upon by the Corporation in making certain of the representations contained in the Tax Certificate, and we further understand that each

of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., as co-bond counsel to the Corporation, may rely upon this certificate, among other things, in providing an opinion with respect to the exclusion from gross income of interest on the Bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”). The undersigned is certifying only as to facts in existence on the date hereof. Nothing herein represents the undersigned’s interpretation of any laws; in particular, the regulations under the Code, or the application of any laws to these facts. The certifications contained herein are not necessarily based on personal knowledge, but may instead be based on either inquiry deemed adequate by the undersigned or institutional knowledge (or both) regarding the matters set forth herein. Although certain information furnished in this Certificate has been derived from other Underwriters who may be considered Related Parties to the Purchaser and cannot be independently verified by us, we have no reason to believe it to be untrue in any material respect.

Very truly yours,

[NAME OF PURCHASER]

By: \_\_\_\_\_

Name:

Title:

**ATTACHMENT I**

**REOFFERING PRICES AND YIELDS OF MATURITIES TO THE PUBLIC**

[List Maturities, Prices and Yields]

**BID FOR BONDS AND PRICING WIRE**

**Form of Issue Price Certificate  
for Nonqualified Competitive Bid**

\$ \_\_\_\_\_  
**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
STATE SALES TAX REVENUE BONDS,  
SERIES 2021A, BIDDING GROUP \_**

**CERTIFICATE AS TO ISSUE PRICE**

[NAME OF PURCHASER], as the winning bidder (the “**Purchaser**”), on behalf of itself and other Underwriters as defined below, in connection with the sale by the New York State Urban Development Corporation (the “**Corporation**”) of its \$ \_\_\_\_\_ aggregate principal amount of State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) maturing March 15, \_\_\_\_ to March 15, \_\_\_\_ constituting Bidding Group \_ (the “**Bonds**”), pursuant to the Notice of Sale published on October 6, 2021, hereby certifies as set forth below.

1. *Sale of the General Rule Maturities.* For each Maturity of the General Rule Maturities, the first price at which 10% of such Maturity was sold by the Purchaser to the Public on the Sale Date is the respective price listed in Schedule A.

2. *Initial Offering Price of the Hold-the-Offering-Price Maturities.*

(a) The Purchaser offered the Hold-the-Offering Price Maturities to the Public for purchase at the respective initial offering prices listed in Schedule A (the “Initial Offering Prices”) on or before the Sale Date. A copy of the pricing wire or equivalent communication for the Bonds is attached to this Certificate as Schedule B.

(b) As described in the Notice of Sale and bid award, the Purchaser has agreed in writing that, (i) for each Maturity of the Hold-the-Offering-Price Maturities, it would neither offer nor sell any of the Bonds of such Maturity to any person at a price that is higher than the Initial Offering Price for such Maturity during the Holding Period for such Maturity (the “hold-the-offering-price rule”), and (ii) any selling group agreement shall contain the agreement of each dealer who is a member of the selling group, and any retail distribution agreement shall contain the agreement of each broker-dealer who is a party to the retail distribution agreement, to comply with the hold-the-offering-price rule. Pursuant to the foregoing, no Underwriter, including the Purchaser, has offered or sold any Maturity of the Hold-the-Offering Price Maturities at a price that is higher than the respective Initial Offering Price for that Maturity of the Bonds during the Holding Period.

3. *Defined Terms.*

(a) General Rule Maturities means those Maturities of the Bonds shown in Schedule A hereto as the “General Rule Maturities.”

(b) Hold-the-Offering-Price Maturities means those Maturities of the Bonds listed in Schedule A hereto as the “Hold-the-Offering-Price Maturities.”

(c) Holding Period means, with respect to a Hold-the-Offering-Price Maturity, the period starting on the Sale Date and ending on the earlier of (i) the close of the fifth business day after the Sale

Date, or (ii) the date on which the Purchaser or any Underwriter, has sold at least 10% of such Hold-the-Offering-Price Maturity to the Public at prices that are no higher than the Initial Offering Price for such Hold-the-Offering-Price Maturity.

(d) Maturity means Bonds with the same credit and payment terms, including the same stated interest rate. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(e) Public means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a Related Party to an Underwriter. The term Related Party for purposes of this Certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(f) Sale Date means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is October \_\_, 2021.

(g) Underwriter means (i) any person that agrees pursuant to a written contract with the Corporation (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

We understand that the representations contained herein may be relied upon by the Corporation in making certain of the representations contained in the Tax Certificate, and we further understand that each of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., as co-bond counsel to the Corporation, may rely upon this certificate, among other things, in providing an opinion with respect to the exclusion from gross income of interest on the Bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”). The undersigned is certifying only as to facts in existence on the date hereof. Nothing herein represents the undersigned’s interpretation of any laws; in particular, the regulations under the Code, or the application of any laws to these facts. The certifications contained herein are not necessarily based on personal knowledge, but may instead be based on either inquiry deemed adequate by the undersigned or institutional knowledge (or both) regarding the matters set forth herein. Although certain information furnished in this Certificate has been derived from other Underwriters who may be considered Related Parties to the Purchaser and cannot be independently verified by us, we have no reason to believe it to be untrue in any material respect.

[NAME OF PURCHASER]

By: \_\_\_\_\_  
Name:  
Title:

Dated: October \_\_, 2021

**SCHEDULE A**  
**SALE PRICES OF THE GENERAL RULE MATURITIES AND INITIAL OFFERING**  
**PRICES OF THE HOLD-THE-OFFERING-PRICE MATURITIES**  
*(Attached)*

**SCHEDULE B**  
**COPY OF PRICING WIRE OR EQUIVALENT COMMUNICATION**  
*(Attached)*

APPENDIX G-II

SERIES 2021B NOTICE OF SALE

NOTICE OF SALE



**\$648,485,000\***  
**NEW YORK STATE URBAN DEVELOPMENT CORPORATION**  
**STATE SALES TAX REVENUE BONDS,**  
**SERIES 2021B (FEDERALLY TAXABLE)**

NOTICE IS HEREBY GIVEN THAT TWO SEPARATE PROPOSALS will be received in electronic form only and solely through BiDCOMP™/PARITY® (“PARITY”), in the manner described below, by the New York State Urban Development Corporation (the “Corporation”) for the purchase of two separate groups of bonds that together comprise all of the \$648,485,000\* State Sales Tax Revenue Bonds, Series 2021B (Federally Taxable) (the “Series 2021B Bonds”) of the Corporation. Each such group of the Series 2021B Bonds (a “Bidding Group”) will include different non-overlapping maturities as set forth below (respectively, the “Series 2021B Bidding Group 1 Bonds” and the “Series 2021B Bidding Group 2 Bonds”, and collectively, the “Bidding Groups”). Bids for each Bidding Group will be received on:

**THURSDAY, OCTOBER 14, 2021**

**Until 9:30 A.M. (New York Time) -- \$388,940,000\* Series 2021B Bidding Group 1 Bonds**

**Until 10:00 A.M. (New York Time) -- \$259,545,000\* Series 2021B Bidding Group 2 Bonds**

(In each case subject to postponement or cancellation in accordance with this Notice of Sale)

At such times and location, the electronic bids received will be made publicly available, for the purchase of the Series 2021B Bonds. Proposals submitted after the above-stated times for each Bidding Group or proposals submitted in person or via facsimile will not be considered by the Corporation. **No other form of proposal or provider of electronic bidding services will be accepted.** For purposes of the bidding process, the time as maintained by PARITY shall constitute the official time with respect to all proposals submitted. Bidders are required to submit proposals for all of the Series 2021B Bonds within a Bidding Group in accordance with the terms of this Notice of Sale.

**THE SALE AND DELIVERY OF EACH BIDDING GROUP OF THE SERIES 2021B BONDS IS CONTINGENT UPON THE SALE AND DELIVERY OF THE OTHER BIDDING GROUP OF THE SERIES 2021B BONDS.**

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\*Subject to change, as described herein.

On Thursday, October 14, 2021, the Corporation also will be receiving separate proposals for the purchase of four separate bidding groups of its \$1,751,820,000\* State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) (the “Series 2021A Bonds”) (*subject to postponement or cancellation in accordance with the Notice of Sale for the Series 2021A Bonds*).

**THE SALE AND DELIVERY OF THE SERIES 2021B BONDS IS CONTINGENT UPON THE SALE AND DELIVERY OF ALL THE SERIES 2021A BONDS.**

The following information includes only a brief summary of certain provisions of the Series 2021B Bonds, the security therefor, the proposals for the Series 2021B Bonds and other terms relating thereto. Prior to submitting a proposal, bidders should read the Preliminary Official Statement dated October 6, 2021 relating to the Series 2021B Bonds (the “Preliminary Official Statement”), which includes summaries of the Financing Agreement (the “Financing Agreement”) between the Corporation and the State of New York (the “State”) relating to the Corporation’s State Sales Tax Revenue Bonds and the Corporation’s State Sales Tax Revenue Bonds General Bond Resolution, adopted on September 19, 2019, as supplemented to date (the “General Resolution”). The Corporation is distributing copies of the Preliminary Official Statement, including this Notice of Sale (as the same may be supplemented) to potential bidders electronically through MuniOS. Potential bidders may obtain an electronic copy of the Preliminary Official Statement at the MuniOS website, [www.munios.com](http://www.munios.com). Copies of the form of the Financing Agreement and the General Resolution are available from Nixon Peabody LLP, New York, New York (Attention: Chris Reitzel, Esq., (212) 940-3016, fax number (833) 830-3159 and D. Seaton and Associates, P.A., P.C., New York, New York (Attention: Douglas M. Seaton, Esq., (212) 705-4284, co-bond counsel to the Corporation (“Co-Bond Counsel”). Capitalized terms used herein and not otherwise defined have the meanings given to them in the Financing Agreement and the General Resolution.

**If any summary of the terms of the sale of the Series 2021B Bonds posted by PARITY, as the approved provider of electronic bidding services for the Series 2021B Bonds, conflicts with this Notice of Sale in any respect, the terms of this Notice of Sale shall control, unless a notice of an amendment is given as described herein.**

**AUTHORIZATION AND PURPOSE**

The Corporation is a corporate governmental agency of the State of New York (the “State”) created pursuant to the provisions of the New York State Urban Development Corporation Act, constituting Chapter 174 of the Laws of New York of 1968, as amended (the “Act”). The Series 2021B Bonds will be issued pursuant to the Act, Part I of Chapter 383 of the Laws of New York of 2001 (the “Enabling Act”) and the Project Acts (as defined in the Resolution as defined below), and pursuant and subject to the provisions, terms and conditions of the General Resolution, as supplemented, including as supplemented by a resolution of the Corporation adopted on October 4, 2021, entitled “Supplemental Resolution 2021-1 Authorizing State Sales Tax Revenue Bonds, Series 2021A (Tax-Exempt) and Series 2021B (Federally Taxable)” and by a resolution adopted on October 4, 2021 and entitled “Bond Financing Committee Resolution Concerning the Sale and Issuance of State Sales Tax Revenue Bonds, Series 2021” (collectively with the General Resolution, the “Resolution”).

The Series 2021B Bonds are being issued for the purposes of financing Authorized Purposes (as such term is defined in the General Resolution), including (i) financing or reimbursing all or a portion of the costs of certain programs and projects within the State, (ii) refunding certain State-supported debt previously issued by the Corporation, including paying the costs of any interest rate exchange agreement

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\*Subject to change, as described herein.

terminations relating to such refunded bonds, and (iii) paying certain costs relating to the issuance of the Series 2021B Bonds, all as more particularly described in the Preliminary Official Statement.

**SECURITY FOR THE SERIES 2021B BONDS**

The Series 2021B Bonds are special obligations of the Corporation, secured by a pledge of the payments (“Financing Agreement Payments”) to be made by the State Comptroller to the Trustee pursuant to the Financing Agreement. Financing Agreement Payments are made from certain sales and compensating use taxes imposed by the State on a statewide basis and deposited, as required by the Sales Tax Revenue Bond Enabling Act, to the Sales Tax Revenue Bond Tax Fund. Additional information regarding the security and sources of payment for State Sales Tax Revenue Bonds and the sources of New York State sales tax receipts for the Sales Tax Revenue Bond Tax Fund is set forth in the Preliminary Official Statement.

**PRINCIPAL AMORTIZATION\***

As set forth below, the Series 2021B Bidding Group 1 Bonds include Series 2021B Bonds maturing in the years 2023 to 2031, inclusive and the Series 2021B Bidding Group 2 Bonds include Series 2021B Bonds maturing in the years 2032 to 2036, inclusive.

*Series 2021B Bidding Group 1 Bonds*

Principal with respect to the Series 2021B Bidding Group 1 Bonds will mature and sinking fund installments with respect to Series 2021B Bidding Group 1 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below:

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>
2023	\$2,090,000	2028	54,670,000
2024	2,265,000	2029	55,440,000
2025	52,765,000	2030	56,520,000
2026	53,420,000	2031	57,645,000
2027	54,125,000		

*Series 2021B Bidding Group 2 Bonds*

Principal with respect to the Series 2021B Bidding Group 2 Bonds will mature and sinking fund installments with respect to Series 2021B Bidding Group 2 Bonds to be issued as term bonds, if any, will be paid on March 15, in each of the years and in the principal amounts shown below:

<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>	<u>Year*</u>	<u>Preliminary Annual Principal Amount*</u>
2032	\$58,860,000	2035	\$60,750,000
2033	58,850,000	2036	21,800,000
2034	59,285,000		

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\*Subject to change, as described herein.

ANY CHANGES TO THE PRINCIPAL PAYMENT SCHEDULE FOR THE SERIES 2021B BONDS TO BE USED FOR THE BIDDING PROCESS WILL BE ANNOUNCED BY MEANS OF A SUPPLEMENT TO THIS NOTICE OF SALE TO BE POSTED ON MUNIOS NOT LATER THAN 9:00 A.M. (NEW YORK CITY TIME) ON ANY ANNOUNCED DATE FOR RECEIPT OF BIDS.

### **TERM BOND OPTION**

The successful bidder for each Bidding Group of the Series 2021B Bonds may designate two or more of the consecutive serial maturities set forth above for such Bidding Group as a term bond maturity equal in aggregate principal amount, and with amortization requirements corresponding, to such designated serial maturities on the Series 2021B Bonds of such Bidding Group. Any such term bond or bonds shall be subject to mandatory sinking fund redemption commencing on March 15 of the first year which has been combined to form such term bond or bonds and continuing on March 15 in each year thereafter until the stated maturity date of that term bond or bonds. Series 2021B Bonds to be redeemed in any year by mandatory sinking fund redemption shall be redeemed at par, as described in the Preliminary Official Statement.

### **CERTAIN DETAILS OF SERIES 2021B BONDS**

The Series 2021B Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, NY (“DTC”), which will act as securities depository for the Series 2021B Bonds. Purchasers (as defined below) will not receive certificates representing their ownership interest in the Series 2021B Bonds purchased. Beneficial ownership interests in the Series 2021B Bonds in the amount of \$5,000 or any integral multiple thereof may be purchased by or through DTC Participants.

The Series 2021B Bonds will be dated and bear interest from their date of delivery on or about October 21, 2021. Interest will be calculated on a 30/360-day basis and will be payable semi-annually, beginning March 15, 2022, and on each September 15 and March 15 thereafter until maturity or earlier redemption.

### **OPTIONAL REDEMPTION\***

The Series 2021B Bonds are subject to optional redemption prior to maturity as a whole or in part, in any order, at the option of the Corporation, on any Business Day, (i) before September 15, 2031 at the Make-Whole Redemption Price described below, and (ii) on or after September 15, 2031, at a Redemption Price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption.

The “Make-Whole Redemption Price” is the greater of (i) 100% of the principal amount of the Series 2021B Bonds to be redeemed and (ii) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2021B Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2021B Bonds are to be redeemed, discounted to the date on which the Series 2021B Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the adjusted Treasury Rate (as defined below) plus (i) 0 basis points for the Series 2021B Bonds maturing in years 2023 through 2025, inclusive; (ii) 15 basis points for the Series 2021B Bonds maturing in years 2026 through 2031, inclusive; and (iii) 25 basis points for the Series 2021B Bonds maturing in years 2032 through

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\*Subject to change, as described herein.

2036, inclusive, plus accrued and unpaid interest on the Series 2021B Bonds to be redeemed on the redemption date.

The “Treasury Rate” is, as of any redemption date, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519) that has become publicly available at least two Business Days, but no more than 60 calendar days, prior to the redemption date (excluding inflation indexed securities) (or, if such Statistical Release is no longer published, any publicly available source of similar market data)) most nearly equal to the period from the redemption date to the maturity date of the Series 2021B Bonds to be redeemed; (taking into account any sinking fund installments for such bonds).

## **RIGHT TO AMEND**

The Corporation reserves the right to amend this Notice of Sale, including, but not limited to, the right to change the date and/or time of the bond sale of each Bidding Group or the preliminary aggregate principal amount of the Series 2021B Bonds and of each Bidding Group, and the preliminary annual principal amounts in each Bidding Group (the “Preliminary Aggregate Principal Amount” and the “Preliminary Annual Principal Amounts,” respectively; and collectively, the “Preliminary Amounts”) being offered. ANY CHANGE TO THE BID DATE AND/OR TIME AND ANY REVISIONS TO THE PRELIMINARY AMOUNTS FOR THE SERIES 2021B BONDS OR ANY BIDDING GROUP (THE “REVISED AGGREGATE PRINCIPAL AMOUNT” AND THE “REVISED ANNUAL PRINCIPAL AMOUNTS,” RESPECTIVELY; AND COLLECTIVELY, THE “REVISED AMOUNTS”), AS WELL AS ANY OTHER CHANGE, WILL BE ANNOUNCED BY MEANS OF A SUPPLEMENT TO THIS NOTICE OF SALE TO BE POSTED ON MUNIOS NOT LATER THAN 9:00 A.M. (NEW YORK CITY TIME) ON THE LAST ANNOUNCED DATE FOR RECEIPT OF BIDS. In the event that no revisions are made to the Preliminary Amounts, the Preliminary Amounts for each Bidding Group shall constitute the Revised Amounts for each Bidding Group.

After selecting the winning bid for each Bidding Group, the Corporation will determine the final aggregate principal amount of the Series 2021B Bonds for each Bidding Group (the “Final Aggregate Principal Amount”) and each final annual principal amount (the “Final Annual Principal Amounts,” together with the Final Aggregate Principal Amount, the “Final Amounts”). In determining the Final Amounts, the Corporation reserves the right to reduce or increase the Revised Aggregate Principal Amount of Series 2021B Bonds of each Bidding Group by up to 10% of such amount.

THE SUCCESSFUL BIDDER FOR EACH BIDDING GROUP MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES BID OR THE INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE REVISED AMOUNTS WITHIN THE LIMITS STATED ABOVE. The dollar amount bid by the successful bidder for each Bidding Group will be adjusted to reflect any adjustments in the aggregate principal amount or any annual principal amount of each Bidding Group of the Series 2021B Bonds. Such adjusted bid price for each Bidding Group will reflect changes in the dollar amount of the underwriters’ discount and original issue discount/premium, if any, but will not change the selling compensation per \$1,000 of par amount of Series 2021B Bonds from the selling compensation that would have been received based on the purchase price of the winning bid of each Bidding Group and the Initial Reoffering Prices (as defined below). The interest rate specified by the successful bidder for each Bidding Group using the price at which it will re-offer the Series 2021B Bonds of each maturity of such Bidding Group to the public (the “Initial Reoffering Prices”) will not change. The Final Amounts and the adjusted purchase price for the Series 2021B Bidding Group 1 Bonds and the Series 2021B Bidding Group 2 Bonds will be communicated to the respective successful bidders as soon as possible, but no later than 9:00 a.m. (New York City Time) on the day immediately following the day of the sale.

## **MINORITY/WOMEN BUSINESS ENTERPRISES**

It is the policy of the Corporation that appropriate consideration be given to firms which are minority-owned business enterprises (“MBE”) and women-owned business enterprises (“WBE”). The Corporation requests and strongly urges bidders to include such firms in their management group or syndicate and to allocate bonds accordingly. The Corporation may request a report of the winning bidder showing the portion of the issue that was allocated to MBE and WBE firms.

## **PROPOSALS**

Each bid must be for all, and not less than all, of the Series 2021B Bonds constituting a Bidding Group and must name the rate or rates of interest which the Series 2021B Bonds constituting such Bidding Group are to bear. The bids shall comply with the following conditions: (1) each interest rate specified in any bid must be a multiple of 1/8 or 1/100 of one percent (1%); and (2) each bidder must specify in its bid a single rate of interest for each maturity date. The aggregate amount to be paid by the bidder for each of the Bidding Groups may not be less than 99.5% of the Revised Aggregate Principal Amount of such Bidding Group.

## **RIGHT OF REJECTION**

The Corporation reserves the right in its discretion to reject any or all proposals and to waive any irregularity or informality in any proposal. The Corporation shall not be responsible for costs incurred by any of the bidders as a result of participation in the bidding process.

## **AWARD**

The award of each Bidding Group of the Series 2021B Bonds, if any, will be made to the bidder complying with the terms of sale and offering to purchase such Bidding Group of the Series 2021B Bonds at the lowest true interest cost to the Corporation, calculated by the Corporation or its agent, based on the Revised Amounts, described above. True interest cost shall be determined for each bid by doubling the semi-annual interest rate, compounded semi-annually, necessary to discount the debt service payments (interest, or principal and interest, as due, including any mandatory redemptions) from the payment dates to the dated date, which is the delivery date, expected to be October 21, 2021, and to the price bid. If more than one bid in a Bidding Group offers the same lowest true interest cost, the successful bid will be the bid that was submitted earlier, as determined by reference to the time stamp displayed on PARITY. Each bidder for a Bidding Group shall include in its bid for that Bidding Group a statement of the true interest cost offered in its bid, but this statement shall not be deemed to be a part of the bid.

## **ELECTRONIC BIDDING**

Each bid must be submitted electronically via PARITY. **No other form of proposal or provider of electronic bidding services will be accepted.** Each prospective bidder shall be solely responsible to register to bid via PARITY. Information about the BiDCOMP/PARITY Competitive Bidding System, including registration requirements and fees charged, may be obtained from Ipreo/PARITY, 1359 Broadway, 2<sup>nd</sup> Floor, New York, NY 10018, Telephone (212) 849-5021.

**By submitting a bid for a Bidding Group of the Series 2021B Bonds, a bidder represents and warrants to the Corporation that it has an established industry reputation for underwriting new issuances of municipal bonds.**

Bids must be submitted for the purchase of a Bidding Group of Series 2021B Bonds by means of the Corporation's Bid Form (the "Bid Form") via PARITY electronically on Thursday, October 14, 2021 by (i) 9:30 A.M., New York Time, for Series 2021B Bidding Group 1 Bonds, and (ii) 10:00 A.M., New York Time, for Series 2021B Bidding Group 2 Bonds, unless postponed as described herein (see "RIGHT TO AMEND"). Once bids are communicated electronically via PARITY to the Corporation and the respective sale time has passed, each bid will constitute an irrevocable offer to purchase the applicable Bidding Group of Series 2021B Bonds on the terms therein provided. For purposes of the electronic bidding process, the time as maintained on PARITY shall constitute the official time. For information purposes only, bidders are requested to state in their bids the true interest cost to the Corporation represented by the rate or rates of interest and the bid price specified in their respective bids. No bid will be received after the respective time for receiving such bids specified above.

**IF ANY PROVISIONS OF THIS NOTICE OF SALE CONFLICT WITH INFORMATION PROVIDED BY PARITY AS THE APPROVED PROVIDER OF ELECTRONIC BIDDING SERVICES, THIS NOTICE OF SALE SHALL CONTROL.**

Each qualified prospective bidder shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. The Corporation has no duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and shall not be responsible for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The Corporation is using PARITY as a communication mechanism, and not as the Corporation's agent, to conduct the electronic bidding for the Series 2021B Bonds. The Corporation is not bound by any advice and determination of PARITY to the effect that any particular bid complies with the terms of this Notice of Sale and in particular the specifications under "PROPOSALS" set forth above. All costs and expenses incurred by prospective bidders in connection with their registration and submission of bids via PARITY are the sole responsibility of the bidders; and the Corporation is not responsible, directly or indirectly, for any of such costs or expenses. If a prospective bidder encounters any difficulty in submitting, modifying or withdrawing a bid for the Series 2021B Bonds, it should telephone PARITY and also notify Elaine Kloss, Chief Financial Officer of the Corporation by email at [Elaine.Kloss@esd.ny.gov](mailto:Elaine.Kloss@esd.ny.gov).

**WARNING REGARDING ELECTRONIC BIDS: THE CORPORATION WILL ACCEPT BIDS IN ELECTRONIC FORM SOLELY THROUGH PARITY ON THE OFFICIAL BID FORM CREATED FOR SUCH PURPOSE. EACH BIDDER SUBMITTING AN ELECTRONIC BID UNDERSTANDS AND AGREES BY DOING SO THAT IT IS SOLELY RESPONSIBLE FOR ALL ARRANGEMENTS WITH PARITY AND THAT PARITY IS NOT ACTING AS AN AGENT OF THE CORPORATION. INSTRUCTIONS AND FORMS FOR SUBMITTING ELECTRONIC BIDS MUST BE OBTAINED FROM PARITY, AND THE CORPORATION ASSUMES NO RESPONSIBILITY FOR ENSURING OR VERIFYING BIDDER COMPLIANCE WITH THE PROCEDURES OF PARITY. THE CORPORATION SHALL ASSUME THAT ANY BID RECEIVED THROUGH PARITY HAS BEEN MADE BY A DULY AUTHORIZED AGENT OF THE BIDDER.**

THE CORPORATION, CO-BOND COUNSEL AND PUBLIC RESOURCES ADVISORY GROUP, AS FINANCIAL ADVISOR TO THE STATE DIVISION OF BUDGET (THE "FINANCIAL ADVISOR"), ASSUME NO RESPONSIBILITY FOR ANY ERROR CONTAINED IN ANY BID SUBMITTED ELECTRONICALLY, OR FOR FAILURE OF ANY BID TO BE TRANSMITTED, RECEIVED OR OPENED AT THE OFFICIAL TIME FOR RECEIPT OF BIDS OF A BIDDING GROUP. EACH BIDDER EXPRESSLY ASSUMES THE RISK OF ANY INCOMPLETE, ILLEGIBLE, UNTIMELY OR NONCONFORMING BID SUBMITTED BY ELECTRONIC TRANSMISSION BY SUCH BIDDER, INCLUDING WITHOUT LIMITATION, BY REASON OF GARBLED

TRANSMISSIONS, MECHANICAL FAILURE, ENGAGED TELECOMMUNICATIONS LINES, OR ANY OTHER CAUSE ARISING FROM SUBMISSION BY ELECTRONIC TRANSMISSION.

### **GOOD FAITH DEPOSIT**

A good faith deposit for the Series 2021B Bonds will not be required.

### **OFFICIAL STATEMENT**

The Preliminary Official Statement has been deemed final by the State and the Corporation as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission (“Rule 15c2-12”), except for certain permitted omissions described in paragraph (b)(1) of Rule 15c2-12, but is subject to change without notice and to completion or amendment or supplementation in the final Official Statement.

The Corporation is distributing copies of the Preliminary Official Statement to potential bidders electronically through MuniOS. Potential bidders may obtain an electronic copy of the Preliminary Official Statement by logging onto the website for MuniOS at [www.munios.com](http://www.munios.com).

After the sale of the Series 2021B Bonds, the Corporation will provide the successful bidder for each Bidding Group (each a “Purchaser”) with a reasonable number of copies of the final Official Statement within seven (7) business days of the award of the Series 2021B Bonds. Each Purchaser may order additional copies at its own expense and is responsible for distributing the final Official Statement to its syndicate members. The Purchasers will be required to deliver a copy of the final Official Statement to the Municipal Securities Rulemaking Board by the Closing Date (as defined below).

### **CONTINUING DISCLOSURE**

In order to assist bidders in complying with Rule 15c2-12(b)(5), the State has undertaken, pursuant to the New York State Sales Tax Revenue Bonds Master Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”), to provide annual reports and notices of certain events. A description of the Continuing Disclosure Agreement is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement. A copy of the executed Continuing Disclosure Agreement is attached to the Preliminary Official Statement as Appendix E.

### **CUSIP IDENTIFICATION NUMBERS**

It is anticipated that CUSIP identification numbers will be printed on the Series 2021B Bonds, but neither the failure to print such number on any Series 2021B Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Series 2021B Bonds. The Financial Advisor will timely apply for CUSIP numbers with respect to the Series 2021B Bonds as required by MSRB Rule G-34. Each Purchaser shall be responsible for the cost of assignment of such CUSIP numbers.

### **UNDERTAKINGS OF THE SUCCESSFUL BIDDERS**

Each Purchaser shall make a bona fide public offering of all the Series 2021B Bonds in such Bidding Group and shall represent to the Corporation that such reoffering is in compliance with all applicable securities laws of the jurisdictions in which such Series 2021B Bonds are offered. The Corporation has not taken any action relating to the requirements of the securities or “Blue Sky” laws of any jurisdiction with respect to the offer and sale of the Series 2021B Bonds.

NO OFFER OR SALE OF THE SERIES 2021B BONDS MAY BE MADE OUTSIDE OF THE UNITED STATES WITHOUT PRIOR WRITTEN AUTHORIZATION BY THE CORPORATION. REQUESTS FOR SUCH AUTHORIZATION MUST BE SUBMITTED TO THE FINANCIAL ADVISOR (VIA EMAIL TO MONIKA CONLEY, [MCONLEY@PRAGADVISORS.COM](mailto:MCONLEY@PRAGADVISORS.COM)) BY 5:00 P.M. ONE DAY PRIOR TO THE SALE DATE.

In connection with any such offering or sale in non-U.S. jurisdictions, each successful bidder will be required to deliver a certificate substantially in the applicable form attached hereto as Exhibit A, with such modifications as may be appropriate or necessary, in the reasonable judgment of the successful bidder, the Corporation and Co-Bond Counsel.

**Within 30 minutes after being notified of the award of a Bidding Group of the Series 2021B Bonds, the applicable Purchaser shall advise the Corporation in writing (via email, to Elaine Kloss, Chief Financial Officer, at [Elaine.Kloss@esd.ny.gov](mailto:Elaine.Kloss@esd.ny.gov)) of the Initial Reoffering Prices of the Series 2021B Bonds of such Bidding Group.** Each Purchaser must, by facsimile transmission or delivery received by the Corporation within two (2) hours after notification of the Final Annual Principal Amounts for the applicable Bidding Group, furnish the following information to the Corporation to complete the Official Statement in final form and to adjust the amortization requirements

- A. Selling compensation (aggregate total anticipated compensation to such Purchaser expressed in dollars, based on the expectation that all Series 2021B Bonds in the applicable Bidding Group awarded to it are sold at the prices or yields at which the Purchaser advised the Corporation that such Series 2021B Bonds were initially offered to the public).
- B. Details of any bond insurance.
- C. Any desired combination of annual principal installments of Series 2021B Bidding Group 1 Bonds and Series 2021B Bidding Group 2 Bonds bearing the same interest rate into term bonds with mandatory sinking fund redemption requirements.
- D. Any additional pricing or other information that the Corporation determines is necessary to complete the Official Statement.

After the award of the Series 2021B Bonds, the Corporation will prepare copies of the final Official Statement and will include therein such additional information concerning the reoffering of the Series 2021B Bonds as the successful bidders may reasonably request; *provided, however*, that the Corporation will not include in the final Official Statement a “NRO” (“not reoffered”) designation with respect to any maturity of the Series 2021B Bonds. Each Purchaser will be responsible to the Corporation in all respects for the accuracy and completeness of information provided by such Purchaser with respect to such reoffering.

## **CLOSING DOCUMENTS**

As a condition to the obligation of each Purchaser to accept delivery of and pay for the applicable Bidding Group the Series 2021B Bonds, such Purchaser will be furnished the approving legal opinions of Co-Bond Counsel, substantially in the forms set forth in Appendix D to the Preliminary Official Statement.

Upon delivery of the Series 2021B Bonds, each Purchaser will be furnished with a record of proceedings taken in connection with the issuance of the Series 2021B Bonds.

#### **TAX STATUS - OPINION OF CO-BOND COUNSEL**

In the opinion of Co-Bond Counsel, interest on the Series 2021B Bonds is included in gross income for Federal income tax purposes pursuant to the Internal Revenue Code of 1986, as amended. In addition, in the opinion of Co-Bond Counsel, under existing law, interest on the Series 2021B Bonds is exempt from personal income taxes imposed by the State of New York or any political subdivision thereof (including The City of New York). Additional information regarding the tax consequences of owning the Series 2021B Bonds is set forth in the Preliminary Official Statement.

#### **DELIVERY AND PAYMENT**

The Series 2021B Bonds are expected to be available for delivery through the facilities of DTC on or about October 21, 2021 (the “Closing Date”). It is expected that the closing of the Series 2021B Bonds will be held electronically through the offices of Nixon Peabody LLP, 55 West 46th Street, New York, New York 10036. Each Purchaser will be required to make payment to the Corporation for the Series 2021B Bonds of the applicable Bidding Group, upon delivery of such Series 2021B Bonds, by Federal Wire.

#### **CONFLICT WAIVER**

Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C. are serving as Co-Bond Counsel to the Corporation in connection with the issuance and sale of the Series 2021B Bonds. By placing a bid, each bidder for a Bidding Group represents that it understands that each of Nixon Peabody LLP and D. Seaton and Associates, P.A., P.C., in its capacity as Co-Bond Counsel, represents the Corporation, and the successful bidder agrees to waive any conflict of interest that Nixon Peabody LLP’s and/or D. Seaton and Associates, P.A., P.C.’s involvement in connection with the issuance and sale of the Series 2021B Bonds to such successful bidder presents.

#### **NEW YORK STATE URBAN DEVELOPMENT CORPORATION**

Dated: October 6, 2021

**CERTIFICATE AS TO OFFERINGS AND SALES IN NON-U.S. JURISDICTIONS**

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
SALES TAX REVENUE BONDS,  
SERIES 2021B (FEDERALLY TAXABLE)  
BIDDING GROUP \_\_**

The undersigned, an authorized representative of [ \_\_\_\_\_ ], the Initial Purchaser (the “Purchaser”) of the New York State Urban Development Corporation Sales Tax Revenue Bonds, Series 2021B (Federally Taxable), Bidding Group \_\_ (the “Bonds”) of New York State Urban Development Corporation (the “Corporation”) doing business as Empire State Development, hereby represents and warrants to the Corporation that: (i) the Bonds that have been offered or sold outside of the territory of the United States of America by the Purchaser have been offered or sold in compliance in all material respects with the applicable securities laws and related rules and regulations of the jurisdiction in which they were offered or sold; (ii) no Bonds that were offered or sold outside the territory of the United States of America were offered or sold in jurisdictions other than those described in the Official Statement dated October 14, 2021 relating to the Bonds under the heading “INFORMATION CONCERNING OFFERING RESTRICTIONS IN CERTAIN JURISDICTIONS OUTSIDE THE UNITED STATES”; and (iii) the Purchaser acknowledges that the Corporation has relied on the representations made by the Purchaser herein in the award of the Bonds to the Purchaser in accordance with the terms and conditions of the Notice of Sale with respect to the Bonds.

Dated: October 21, 2021

[ \_\_\_\_\_ ],  
as Purchaser of the Bonds

By: \_\_\_\_\_  
Authorized Representative