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Governor

**LISA GOMEZ**  
Chair

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President & CEO

July 14, 2023

**Re: Offer to Purchase Bonds  
Dormitory Authority of the State of New York  
State Personal Income Tax Revenue Bonds (General Purpose)  
Series 2019F (Federally Taxable)**

Dear Bondholder,

The Dormitory Authority of the State of New York (“**DASNY**”) appreciates your investment in one or more of its State Personal Income Tax Revenue Bonds (General Purpose), Series 2019F (Federally Taxable) as listed in Appendix A to this letter (the “**Target Bonds**”).

You are receiving this letter as a beneficial owner of some of the Target Bonds because *DASNY is inviting offers for the purchase of your Target Bonds*. The invitation is further described in the “Invitation to Offer Bonds for Purchase” dated July 14, 2023 (the “**Invitation**”) and is subject solely to the terms and conditions in the Invitation. *Please see below for directions regarding how to access the Invitation and related documents via the web.*

### **How Does the Offer Process Work?**

In the Invitation, DASNY has invited each Bondholder to offer to sell to DASNY (an “**Offer**”), for payment in cash, all or part of its beneficial ownership interests in the Target Bonds. DASNY will determine the Offers to be purchased by a “**Modified Dutch Auction Procedure**” as described in the Invitation. If DASNY determines to purchase any Target Bonds of a CUSIP, the single purchase price (“**Purchase Price**”) at which all Target Bonds of a CUSIP will be purchased will be based on a single spread (the “**Purchase Spread**”), representing the spread that will be added to the yield on the applicable Benchmark Treasury Security to arrive at a yield used to calculate the Purchase Price for the Target Bonds of each CUSIP. The yields on the applicable Benchmark Treasury Securities will be determined on August 2, 2023.

Should you choose to participate, Offers can be submitted using one of the following two methods:

- ❖ ***Offers of Target Bonds at an Offer Spread.*** You may Offer to sell all or a portion of the Target Bonds of each CUSIP to DASNY at a spread (the “**Offer Spread**”) to be added to the applicable yield of the benchmark United States Treasury Security (the applicable

“**Benchmark Treasury Security**”) corresponding to such CUSIP. At the conclusion of the offer, DASNY will set the Purchase Spread at which it intends to purchase Target Bonds of each maturity. If that Purchase Spread is equal to or below the Offer Spread that you submit, your Target Bonds may be purchased. In fact, if DASNY sets a Purchase Spread less than your offer, you would receive the benefit of the lower spread. Should DASNY’s Purchase Spread be greater than your offer, your Target Bonds will not be purchased.

- ❖ ***Non-Competitive Offer.*** Alternatively, you may make an offer to sell all or a portion of your Target Bonds of a particular CUSIP in a par amount of your choosing by offering such Target Bonds without specifying an Offer Spread (a “**Non-Competitive Offer**”). Bondholders whose Target Bonds are offered without a specified Offer Spread will receive the same spread (and price) paid to all other Bondholders whose offers are accepted for such CUSIP, subject to the terms of the Invitation. In no event will a Purchase Spread for Target Bonds in which DASNY has received a Non-Competitive Offer exceed the Offer Spread Guidance by more than 50 basis points.

**Based on market conditions as of July 12, 2023, DASNY expects to accept all offers up to the Maximum Principal Amounts with Offer Spreads at or above the Offer Spread Guidance as shown in Appendix A (the “Offer Spread Guidance”). DASNY will review all Offers and may, in its sole discretion, determine a Purchase Spread for each CUSIP which is higher, lower or equal to the Offer Spread Guidance.**

For reference, we have included in the attached Appendix A illustrative prices (excluding any accrued interest, which will be added on the Settlement Date) based on the Offer Spread Guidance relative to the yield on the Benchmark Treasury Securities as of the close of business on July 12, 2023.

Any of the Target Bonds which DASNY does not purchase pursuant to the Invitation will be returned and will remain payable and secured pursuant to their terms. DASNY may refund, or offer to purchase or exchange in the future, some or all of the Target Bonds which DASNY does not purchase pursuant to the Invitation.

If you wish to submit an Offer, you must do so by contacting your bank, broker or financial adviser. **Please forward your instructions in time to submit Offers prior to the Expiration Date (5:00 p.m., New York time, on Friday, July 28, 2023).**

This brief letter does not provide all of the information that you need to consider with respect to the Invitation. DASNY’s invitation to offer Target Bonds for purchase is only being made pursuant to the Invitation. *Bondholders are urged to carefully read the Invitation in its entirety because it contains information, including the various terms and conditions that Bondholders should consider before making any decision regarding tendering their Target Bonds.*

### **Where to Find More Information?**

The Invitation is available electronically on the website of the Information Agent and Tender Agent at [www.globic.com/dasny](http://www.globic.com/dasny), as well as the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org>, using the CUSIP numbers for the Target Bonds. Upon the expiration of the Invitation, DASNY will post notices

including the Preliminary Notice of Acceptance, and the Final Notice of Acceptance on these same websites.

Institutional investors with questions about the Invitation should contact the Dealer Managers at:

**Jefferies LLC**

Attn: Municipal Syndicate Desk

Tel: (800) 567-8567 E-Mail: [muni\\_underwriting@jefferies.com](mailto:muni_underwriting@jefferies.com)

**J.P. Morgan Securities LLC**

Contact your JPMorgan Representative or J.P. Morgan's Debt Capital Markets Desk

Tel: (212) 834-3261 E-Mail : [public\\_finance\\_dcm@jpmorgan.com](mailto:public_finance_dcm@jpmorgan.com)

**Loop Capital Markets LLC**

Attn: Municipal Syndicate Desk

Tel : (212) 619-3045 E-Mail : [Muni.syndicate@loopcapital.com](mailto:Muni.syndicate@loopcapital.com)

Individual investors and their brokers, account executives, financial advisors and/or other appropriate professionals with questions about the Invitation should contact the Information Agent and Tender Agent at:

**Globic Advisors Inc.**

Attention: Robert Stevens

Tel: (212) 227-9622 E-Mail: [rstevens@globic.com](mailto:rstevens@globic.com)

Please note that DASNY retains the right to amend, extend, or terminate this Invitation in the manner described in the Invitation.

Thank you for taking time to consider the Invitation.

**DORMITORY AUTHORITY OF THE STATE OF NEW YORK**

## Appendix A

### Target Bonds Offered for Purchase Solicited by Modified Dutch Auction Procedures Based Upon Offer Spreads<sup>1</sup>

#### Dormitory Authority of the State of New York State Personal Income Tax Revenue Bonds (General Purpose), Series 2019F (Federally Taxable) BASE CUSIP: 64990F

<u>Maturity Date (February 15)</u>	<u>CUSIP Suffix<sup>2</sup></u>	<u>Interest Rate</u>	<u>Principal Amount Outstanding</u>	<u>Maximum Principal Amount that may be Accepted for Purchase if Tendered</u>	<u>Benchmark Treasury Security<sup>3</sup></u>	<u>Benchmark UST Rate as of COB on July 12, 2023</u>	<u>Offer Spread Guidance in basis points<sup>4</sup></u>	<u>Illustrative Purchase Yield/Price Resulting from Offer Spread Guidance<sup>5</sup></u>
2028	S96	2.657%	\$67,425,000	\$ 57,310,000	5 Year	4.075%	25.0 bps	4.325% / 93.245
2029	T20	2.727	54,985,000	46,735,000	7 Year	3.978	30.0 bps	4.278% / 92.469
2030	T38	2.777	32,675,000	27,770,000	7 Year	3.978	40.0 bps	4.378% / 91.027
2031	QX5	2.877	33,475,000	28,450,000	10 Year	3.863	45.0 bps	4.313% / 90.881
2032	QY3	2.957	34,420,000	29,255,000	10 Year	3.863	47.0 bps	4.333% / 90.302
2033	QZ0	3.027	79,780,000	67,810,000	10 Year	3.863	51.0 bps	4.373% / 89.627
2034	RA4	3.057	66,375,000	56,415,000	10 Year	3.863	57.0 bps	4.433% / 88.547
2039 <sup>6</sup>	RB2	3.110	363,940,000	309,335,000	10 Year	3.863	66.0 bps	4.523% / 85.788
2043 <sup>6</sup>	XE9	3.190	333,850,000	283,765,000	30 Year	3.960	76.5 bps	4.725% / 81.500

<sup>1</sup> A Bondholder may make an Offer to sell Target Bonds of a CUSIP in an amount of its' choosing up to the principal amount of Target Bonds owned by the Bondholder expressed as the principal amount of such Target Bonds (in Authorized Denominations) and the Offer Spread to be added to the yield on the relevant Benchmark Treasury Security used in establishing the Purchase Price for such Target Bonds. An Offer Spread must be expressed as a number of basis points and contain no more than one number to the right of the decimal point. Any Offer Spread containing more than one number to the right of the decimal point will be truncated to one number, without rounding. See "TERMS OF THIS INVITATION – Offers of Target Bonds at an Offer Spread" in the Invitation.

<sup>2</sup> CUSIP is a registered trademark of the American Bankers Association. CUSIP information herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are provided for convenience of reference only. None of DASNY, the Dealer Managers, or the Information Agent and Tender Agent nor their respective agents or counsel assumes responsibility for the accuracy of such numbers.

<sup>3</sup> Except for the 30 Year Benchmark Treasury Security which will be the "old long bond" (3.625% coupon due February 15, 2053, CUSIP 912810TN8) each Benchmark Treasury Security will be the most recently auctioned "on-the-run" United States Treasury Security for the maturity indicated as of date and time that each Target Bond's Purchase Price is set, currently expected to be August 2, 2023. The yield on the Benchmark Treasury Security to be used in establishing the Purchase Price for the Target Bonds will be based on the bid-side price of the U.S. Benchmark Treasury as quoted on the Bloomberg Bond Trader FIT1 series of pages at approximately 10:00 a.m., Eastern time, on August 2, 2023. See "TERMS OF THIS INVITATION – Determination of the Purchase Spread" in the Invitation.

<sup>4</sup> The Offer Spread Guidance is provided solely for the purpose of assisting Bondholders in formulating offers for their Target Bonds.

<sup>5</sup> Illustrative Price excludes accrued but unpaid interest and is based on yields for Benchmark Treasury Securities as of the close of business on July 12, 2023. The Illustrative Price is provided for informational purposes only. The Purchase Price of a CUSIP will be determined based on numerous factors described in the Invitation. Bondholders are not permitted to submit offers based on a specific price. Illustrative Price Resulting from Offer Spread Guidance in \$ per \$100 principal amount.

<sup>6</sup> The Term Bond maturing on February 15, 2039 is subject to sinking fund redemption payments on February 15 in 2035, 2036, 2037, and 2038 and its Purchase Price will be calculated assuming its average life date of March 8, 2037 as its maturity date. The Term Bond maturing on February 15, 2043 is subject to sinking fund redemption payments on February 15 in 2040, 2041, and 2042, and its Purchase Price will be calculated assuming its average life date of August 29, 2041 as its maturity date. See "TERMS OF THIS INVITATION – Determination of Purchase Price" in the Invitation.