

**PRELIMINARY RESOLUTION
TOMPKINS TERRACE HOUSING, L.P. SERIES 2023 BONDS**

A regular meeting of the Dutchess County Local Development Corporation was convened in public session on June 14, 2023 at 8:00 a.m., local time, at the Dutchess County Local Development Corporation's Offices, Three Neptune Road, Poughkeepsie, New York.

The meeting was called to order by the (Vice) Chairman, with the following members being:

PRESENT: Timothy Dean, Chairman
Kathleen M. Bauer, Secretary/Treasurer
Alfred D. Torreggiani
Donald R. Sagliano
Ronald J. Piccone, II
Amy L. Bombardieri

ABSENT: Mark Doyle, Vice Chairman

ALSO PRESENT: Sarah Lee, Chief Executive Officer
Jane Denbaum, Chief Financial Officer
Donald Cappillino, Counsel
Elizabeth A. Cappillino, Counsel
Barry Carrigan of Nixon Peabody LLP,
Bond Counsel (via Zoom)

On motion duly made by Donald R. Sagliano and seconded by Ronald J. Piccone, II, the following resolution (the "**Resolution**") was placed before the members of the Dutchess County Local Development Corporation:

Resolution (i) Taking official action toward the issuance of an amount presently estimated to be approximately \$25,000,000 and, in any event, not to exceed \$30,000,000 principal amount of Tax-Exempt Bonds (Tompkins Terrace Housing L.P. Project), Series 2023; and (ii) Authorizing the execution and delivery of an agreement by and between the Issuer and Tompkins Terrace Housing, L.P. with respect to the financing of the Project.

WHEREAS, the Dutchess County Local Development Corporation (the "**Issuer**") was duly formed under §102(a)(5) of the New York Not-for-Profit Corporation Law ("**N-PCL**") as a local development corporation, a Type C Corporation under §201 of the N-PCL, for the purpose of conducting activities that will: relieve and reduce unemployment in Dutchess County, New York (the "**County**"); promote and provide for additional and maximum employment in the County; better and maintain job opportunities in the County; instruct or train individuals in the County to improve or develop their capabilities for such jobs; carry on scientific research for the purpose of aiding the County by attracting new industry to the County; encourage the development

of, or retention of, an industry in the County; and lessen the burdens of government and acting in the public interest; and

WHEREAS, the Issuer's corporate powers include, but are not limited to, the power to finance facilities for education corporations, acquire, improve, maintain, equip and furnish projects, to lease such projects and collect rent; to sell and convey any and all of its property, to loan the proceeds of its bonds to not-for-profit corporations and other entities whenever the Board of Directors of the Issuer shall find such action to be in furtherance of the purposes for which it was organized; and to issue bonds for the purpose of carrying out any of its powers; all bonds to be payable solely out of revenues and receipts derived from the leasing or sale by the Issuer of its projects; and

WHEREAS, Tompkins Terrace Housing, L.P., a New York limited partnership (the "**Company**"), has submitted an application to the Issuer (the "**Application**"), a copy of which application is on file at the office of the Issuer, which application requested that the Issuer consider undertaking a project for the benefit of the Company consisting of the issuance of tax-exempt bonds under Section 142(d) of the Internal Revenue Code of 1986, as amended (the "**Code**") for the benefit of the Company for the purpose of financing or refinancing a certain project consisting of:

- (A) the acquisition of an approximately 16.2-acre parcel of land located at 1-193 Tompkins Terrace (aka 194 Tompkins Terrace) in the City of Beacon, Dutchess County, New York bearing Tax Grid ID No.130200-5955-19-588084-0000 (the "**Land**", together with the existing 193-unit affordable housing complex located on the Land (the "**Existing Improvements**");
- (B) the rehabilitation, renovation, refurbishment and upgrading of the Existing Improvements, including, but not limited to, (i) exterior improvements including replacement of all roofing, gutters, windows, siding, unit entry and patio doors, lighting, property signage and painting; (ii) interior improvements including replacement of all unit flooring, lighting and plumbing fixtures plus new appliances (including Energy Star refrigerators), toilets, exhaust fans, sinks, and kitchen/bathroom cabinets and countertops, as well as HVAC improvements; (iii) other ancillary improvements to the site including landscaping enhancements, drainage repairs, new entrance breezeways, a new playground, upkeep to parking areas, concrete flatwork repairs, and accessibility (ADA) upgrades to the site; (iv) installation of security cameras as needed and installation of in-unit WiFi throughout the site to provide free WiFi access to residents; and (v) related amenities and improvements (collectively, the "**Improvements**");
- (C) the acquisition and installation in and around the Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, the "**Equipment**", and together

with the Land, the Existing Improvements and the Improvements, the "Facility");

- (D) funding any debt service reserve fund to be pledged to secure such Series 2023 Bonds;
- (E) Paying of all or a portion of the costs incidental to the issuance of the Series 2023 Bonds (defined below), including issuance costs of the Series 2023 Bonds and any capitalized interest (collectively, paragraphs (A), (B), (C), (D) and (E) shall be referred to herein as the "Project"); and
- (F) the financing of a portion of the costs of the foregoing Project by the issuance of tax-exempt revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, all presently estimated to be approximately \$25,000,000 but not to exceed \$30,000,000 (the "Series 2023 Bonds");
- (G) The granting of certain other financial assistance with respect to the foregoing, including potential exemptions from mortgage recording taxes (collectively with the Series 2023 Bonds, the "Financial Assistance"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted by the Department of Environmental Conservation of the State of New York (the laws and regulations hereinafter collectively referred to as "SEQRA"), the Issuer must determine whether the financing of the Project by the Issuer may have a significant effect on the environment and therefore require the preparation of an Environmental Impact Statement; and

WHEREAS, to aid the Issuer in determining whether the Project may have a significant impact on the environment, the Company has prepared and submitted to the Issuer, along with the Application, a Short Environmental Assessment Form (the "EAF") for the Project; and

WHEREAS, pursuant to the EAF and based on a review of the Application and representations by the Company, the Project constitutes a Type II action as said term is defined in SEQRA, and therefore no further action with respect to the Project is required under SEQRA; and

WHEREAS, the Issuer has not yet held a hearing pursuant to §147(f) of the Code; and

WHEREAS, although the resolution authorizing the issuance of the Series 2023 Bonds has not yet been presented for approval by the Issuer, a Preliminary Agreement relative to the proposed issuance of the Series 2023 Bonds by the Issuer has been presented for approval by the Issuer.

NOW, THEREFORE, BE IT RESOLVED by the Issuer, as follows:

1. Based upon the representations made by the Company to the Issuer, the Issuer hereby finds and determines that:

- (a) The Project constitutes a project within the scope of the corporate powers of the Issuer and is consistent with its corporate purposes in that the financing of the Project by the Issuer, through the issuance of the Series 2023 Bonds will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County, and improve their standard of living;
- (b) It is desirable and in the public interest to issue the Series 2023 Bonds in the aggregate principal amount presently estimated to be \$25,000,000 but not to exceed \$30,000,000, for the purpose of financing the Project, together with the necessary expenses in connection therewith; and
- (c) the Project constitutes a Type II action as said term is defined in SEQRA, and therefore no further action with respect to the Project is required under SEQRA.

will: 2. Subject to the conditions set forth in Section 3 of this Resolution, the Issuer

- (a) issue the Series 2023 Bonds in an amount presently estimated to be \$25,000,000 but not to exceed \$30,000,000, the particular amount, maturities, interest rate, redemption terms and other terms and provisions to be determined by a further resolution of the Issuer;
- (b) if required in connection with the undertaking of the Project, acquire title to or a leasehold interest in the Project;
- (c) if required in connection with the undertaking of the Project, lease (with option to purchase) or sell the Facility to the Company pursuant to an agreement by and between the Issuer and the Company, or, in the alternative, loan the proceeds of the Series 2023 Bonds to the Company pursuant to a loan agreement by and between the Issuer and the Company, whereby the Company will be obligated under such agreement or loan agreement, as the case may be, among other things to make payments to the Issuer in amounts and at times so that payments will be adequate to pay the principal of, premium, if any, and interest on all such Series 2023 Bonds; and
- (d) secure the Series 2023 Bonds in such manner as the Issuer, the Company or the purchasers of the Series 2023 Bonds mutually deem appropriate. The Issuer shall not be required to incur and shall not incur any financial liability with respect to the Project.

3. The issuance of the Series 2023 Bonds, as contemplated by Section 2 of this Resolution, shall be subject to:

- (a) execution and delivery by the Company of the Preliminary Agreement attached hereto as Exhibit “A” setting forth certain conditions for the issuance of the Series 2023 Bonds;
- (b) agreement by the Issuer, the Company and the purchaser of the Series 2023 Bonds on mutually acceptable terms for the Series 2023 Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof;
- (c) approval of the issuance of the Series 2023 Bonds in accordance with the provisions of §147(f) of the Code; and
- (d) receipt by the Issuer of evidence that all required approvals, in connection with the issuance of the Series 2023 Bonds, have been obtained.

4. The form and substance of a proposed agreement (in substantially the form presented to this meeting) by and between the Issuer and the Company setting forth the undertakings of the Issuer and the Company with respect to the issuance of the Series 2023 Bonds and the providing of the Project (the “**Preliminary Agreement**”) are hereby approved. The Chief Executive Officer and/or Chairman (or Vice Chairman) of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the Preliminary Agreement and the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer hereto and to attest to this meeting, with such changes in terms and conditions as the Chief Executive Officer or Chairman (or Vice Chairman) shall constitute conclusive evidence of such approval.

5. The law firm of Nixon Peabody LLP, Rochester, New York is hereby appointed Bond Counsel to the Issuer in relation to the issuance of the Series 2023 Bonds.

6. Based upon the information provided by the Company to the Issuer in the Company’s application for financing, the Issuer reasonably expects that expenditures to be incurred by the Company in connection with the Project prior to the date of issuance and sale of the Series 2023 Bonds will be reimbursed to the Company out of the proceeds of the Series 2023 Bonds. It is intended that this resolution shall constitute a declaration of official intent under United States Treasury Regulation 1.150-2.

7. Counsel to the Issuer and Bond Counsel for the Issuer are hereby authorized to work with counsel to the Company and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance, and sale of the Series 2023 Bonds. The Company shall be responsible for the fees of Issuer, Issuer’s Counsel and Bond Counsel in relation to the Project and the financing thereof.

8. The Chairman (or Vice Chairman) of the Issuer is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. The Chief Executive Officer and/or Chairman (or Vice Chairman) of the Issuer is hereby authorized, empowered and directed to cause a public hearing concerning this Project to be conducted after due notice by publication in accordance with law and is further authorized to appoint counsel or co-counsel to the Issuer as designee to conduct the public hearing. The Issuer hereby appoints each Member of the Issuer and the Issuer Counsel to serve as an Assistant Secretary of the Issuer for the purposes of this Project.

9. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

Timothy Dean, Chairman	VOTING	“Aye”
Mark Doyle, Vice Chairman	being	ABSENT
Kathleen M. Bauer, Secretary/Treasurer	VOTING	“Aye”
Alfred D. Torreggiani	VOTING	“Aye”
Donald R. Sagliano	VOTING	“Aye”
Ronald J. Piccone, II	VOTING	“Aye”
Amy L. Bombardieri	VOTING	“Aye”

The Resolution was thereupon declared duly adopted.

Adopted: June 14, 2023

STATE OF NEW YORK)
) ss.:
COUNTY OF DUTCHESS)

I, the undersigned Secretary of the Dutchess County Local Development Corporation, **DO HEREBY CERTIFY:**

That I have compared the annexed extract of minutes of the meeting of the Dutchess County Local Development Corporation (the “**Issuer**”), including the resolution contained therein, held on June 14, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of and original insofar as the same related to the subject matters herein referred to.

That the Preliminary Agreement annexed hereto as Exhibit “A” is in substantially the same form presented to and approved at such meeting.

I FURTHER CERTIFY, that all members of the Issuer had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law Open Meetings Law, said meeting was open to the general public, and that public notice of the time and place of said meeting was only given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Issuer present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed, or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Issuer this 14th day of June, 2023.


Kathleen M. Bauer, Secretary

[SEAL]

**PRELIMINARY AGREEMENT
TOMPKINS TERRACE HOUSING, L.P. SERIES 2023 BONDS**

THIS PRELIMINARY AGREEMENT (the “**Preliminary Agreement**”), made as of June 14, 2023 between the **DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION**, a not-for-profit corporation, organized and existing under the Not-For-Profit Corporation Law of the State of New York, having offices at Three Neptune Road, Poughkeepsie, New York 12601 (the “**Issuer**”), and **TOMPKINS TERRACE HOUSING, L.P.**, a New York limited partnership having offices at 30 Hudson Yards, 72nd Floor, New York, New York 10001 (the “**Company**”).

WHEREAS, the Issuer was duly formed under §102(a)(5) of the New York Not-for-Profit Corporation Law (“**N-PCL**”) as a local development corporation, a Type C Corporation under §201 of the N-PCL, for the purpose of conducting activities that will: relieve and reduce unemployment in Dutchess County, New York (the “**County**”); promote and provide for additional and maximum employment in the County; better and maintain job opportunities in the County; instruct or train individuals in the County to improve or develop their capabilities for such jobs; carry on scientific research for the purpose of aiding the County by attracting new industry to the County; encourage the development of, or retention of, an industry in the County; and lessen the burdens of government and acting in the public interest; and

WHEREAS, the Issuer’s corporate powers include, but are not limited to, the power to finance facilities for not-for-profit corporations, acquire, improve, maintain, equip and furnish projects, to lease such projects and collect rent; to sell and convey any and all of its property whenever the Board of Directors of the Issuer shall find such action to be in furtherance of the purposes for which it was organized; and to issue bonds for the purpose of carrying out any of its powers; all bonds to be payable solely out of revenues and receipts derived from the leasing or sale by the Issuer of its projects; and

WHEREAS, the Company has submitted an application to the Issuer, a copy of which application is on file at the office of the Issuer, which application requested that the Issuer consider undertaking a project for the benefit of the Company consisting of the issuance of tax-exempt bonds under Section 142(d) of the Internal Revenue Code of 1986, as amended (the “**Code**”) for the benefit of the Company for the purpose of financing or refinancing a certain project consisting of:

- (A) the acquisition of an approximately 16.2-acre parcel of land located at 1-193 Tompkins Terrace (aka 194 Tompkins Terrace) in the City of Beacon, Dutchess County, New York bearing Tax Grid ID No.130200-5955-19-588084-0000 (the “**Land**”, together with the existing 193-unit affordable housing complex located on the Land (the “**Existing Improvements**”));
- (B) the rehabilitation, renovation, refurbishment and upgrading of the Existing Improvements, including, but not limited to, (i) exterior improvements including replacement of all roofing, gutters, windows, siding, unit entry and patio doors, lighting, property signage and painting; (ii) interior

improvements including replacement of all unit flooring, lighting and plumbing fixtures plus new appliances (including Energy Star refrigerators), toilets, exhaust fans, sinks, and kitchen/bathroom cabinets and countertops, as well as HVAC improvements; (iii) other ancillary improvements to the site including landscaping enhancements, drainage repairs, new entrance breezeways, a new playground, upkeep to parking areas, concrete flatwork repairs, and accessibility (ADA) upgrades to the site; (iv) installation of security cameras as needed and installation of in-unit WiFi throughout the site to provide free WiFi access to residents; and (v) related amenities and improvements (collectively, the "**Improvements**");

- (C) the acquisition and installation in and around the Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, the "**Equipment**", and together with the Land, the Existing Improvements and the Improvements, the "**Facility**");
- (D) funding any debt service reserve fund to be pledged to secure such Series 2023 Bonds;
- (E) Paying of all or a portion of the costs incidental to the issuance of the Series 2023 Bonds (defined below), including issuance costs of the Series 2023 Bonds and any capitalized interest (collectively, paragraphs (A), (B), (C), (D) and (E) shall be referred to herein as the "**Project**");
- (F) the financing of a portion of the costs of the foregoing Project by the issuance of tax-exempt revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, all presently estimated to be approximately \$25,000,000 but not to exceed \$30,000,000 (the "**Series 2023 Bonds**"); and
- (G) The granting of certain other financial assistance with respect to the foregoing, including potential exemptions from mortgage recording taxes (collectively with the Series 2023 Bonds, the "**Financial Assistance**"); and

WHEREAS, the Issuer has determined that the financing of the Project will promote and further its corporate purposes; and

WHEREAS, on June 14, 2023, the Issuer adopted a Preliminary Resolution (the "**Preliminary Resolution**") authorizing the Project and the execution of this Preliminary Agreement; and

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Issuer and the Company agree as follows:

1. Undertakings of the Issuer. Based upon the statements, representations, and undertakings of the Company and subject to the conditions set forth herein and in the Preliminary Resolution, the Issuer agrees as follows:

(a) The Issuer shall authorize, sell, and deliver an issue of its Series 2023 Bonds, pursuant to the terms of the N-PCL and the Code as then in force, in an aggregate principal amount presently estimated to be \$25,000,000 but not to exceed \$30,000,000 for the purpose of financing the Project and paying necessary incidental expenses in connection therewith, and funding any debt service reserve fund to be pledged to secure the Series 2023 Bonds.

(b) The Issuer shall adopt, or cause to be adopted, such proceedings and authorize the execution of such documents as may be necessary or advisable for (i) the authorization, issuance, and sale of the Series 2023 Bonds, (ii) the Financial Assistance contemplated by the Project including the financing of the Project, issuance of the Series 2023 Bonds and providing a potential exemption from mortgage recording taxes and (iii) the loaning of the proceeds of the Series 2023 Bonds to the Company, all as shall be authorized by law and be mutually satisfactory to the Issuer and the Company.

(c) The Issuer shall enter into an agreement to loan the proceeds of the Series 2023 Bonds to the Company pursuant to a loan agreement by and between the Issuer and the Company (the “**Loan Agreement**”), whereby the Company will be obligated under such agreement or loan agreement, as the case may be, among other things to make payments to the Issuer in amounts and at times so that payments will be adequate to pay the principal of, premium, if any, and interest on all such Series 2023 Bonds.

(d) The Issuer shall take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

2. Representations of the Company. The Company hereby represents to the Issuer that:

(a) The Project is located in Dutchess County, New York;

(b) The financing of the Project through the issuance of the Series 2023 Bonds will encourage and assist the Company in providing the Project;

(c) The proposed financing of the Project will enhance the ability of the Company to fill an unmet need and serve its local population by providing rehabilitated, modernized, upgraded affordable workforce housing units thereby contributing to increased employment opportunities in Dutchess County, New York lessen the burdens of government and contribute to the public interest; and

(d) The Company intends that the Project has and will comply with all applicable federal, state, and local laws, ordinance, rules, and regulations and the Company shall have obtained and will maintain all necessary approvals and permits required thereunder.

3. Undertakings of the Company. Based upon the statements, representations, and undertakings of the Issuer and subject to the conditions set forth herein and in the Preliminary Resolution, the Company agrees as follows:

(a) The Company shall use all reasonable efforts to find, or cause to be found, one or more purchasers for the Series 2023 Bonds.

(b) The Company shall use all reasonable efforts necessary or desirable to enter into a contract or contracts to borrow the proceeds of the Series 2023 Bonds from the Issuer and execute the Loan Agreement.

(c) The Company shall contemporaneously with the delivery of the Series 2023 Bonds, enter into the Loan Agreement with the Issuer containing the terms and conditions described in Paragraph 1(c) hereof.

(d) (i) The Company shall defend and indemnify the Issuer and hold the Issuer harmless from all losses, expenses, claims, damages and liabilities arising out of or based on: (1) labor, services, materials and supplies, including equipment, ordered or used in connection with the financing (including any expense incurred by the Issuer in defending any claims, suits or actions which may arise as a result of any of the foregoing), whether such claims or liabilities arise as a result of the Company acting as agent for the Issuer pursuant to this Preliminary Agreement or otherwise.

(ii) The Company shall not permit to stand, and shall at its own expense take all steps reasonably necessary to remove, any mechanic's or other liens against the Project for labor or constructing, furnishing, equipping, improving and renovating of the Project.

(iii) The Company shall indemnify and hold the Issuer harmless from all claims and liabilities for loss or damage to property or any injury to or death of any person that may be occasioned subsequent to the date hereof by any cause whatsoever in relation to the Project, including any expenses incurred by the Issuer in defending any claims, suits or actions which may arise as a result of the foregoing, except that the Company shall not be required to indemnify the Issuer for the willful misconduct or grossly negligent conduct of the Issuer.

(e) The Company shall take such further action and adopt such further proceedings as may be required to implement its aforesaid undertakings or as it may deem appropriate in pursuance thereof.

4. General Provisions.

(a) This Preliminary Agreement shall take effect on the date of execution hereof until the Loan Agreement becomes effective. It is the intent of the Issuer and the Company that this Preliminary Agreement be superseded in its entirety by the Loan Agreement.

(b) It is understood and agreed by the Issuer and the Company that the issuance of the Series 2023 Bonds and the execution of the Loan Agreement and related documents are subject to: (i) obtaining all necessary governmental approvals, (ii) approval of the members of the Issuer; and (iii) agreement by the Issuer, the Company and the purchasers of the Series 2023 Bonds upon mutually acceptable terms for the Series 2023 Bonds and for the Loan Agreement.

(c) The Company agrees that it will reimburse the Issuer for all reasonable and necessary direct out-of-pocket expenses which the Issuer may incur as a consequence of executing this Preliminary Agreement or performing its obligations hereunder, including but not limited to, the cost of causing a notice of any public hearing held with respect to the Project to be published, the cost of making and transcribing records of said hearings and the reasonable fees and expenses charged and incurred by Bond Counsel and Issuer's Counsel in connection with their representation of Issuer in this matter and their preparation of any documents pertaining to the issuance of the Series 2023 Bonds.

(d) All commitments of the Issuer under Section 1 hereof and of the Company under Sections 2 and 3 hereof (excepting the obligations of the Company set forth in subsections 3(d) and 4(c) hereof, which shall survive the termination of this Preliminary Agreement) are subject to the condition that the Series 2023 Bonds have been issued no later than fifteen (15) months from the date hereof (or such other date as shall be mutually satisfactory to the Issuer and the Company).

[Remainder of Page Intentionally Left Blank. Signature Page Follows].

IN WITNESS WHEREOF, the parties hereto have entered into this Preliminary Agreement as of the 14th day of June, 2023.

DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION

By: _____
Sarah Lee, Chief Executive Officer

TOMPKINS TERRACE HOUSING, L.P.

By: _____

CAPPILLINO,
ROTHSCHILD
& EGAN LLP
Attorneys at Law
Seven Broad Street
P.O. Box 390
Pawling, New York
12564-0390
(845) 855-5444