



Dutchess County Local
Development Corporation

3 Neptune Road, Suite A21, Poughkeepsie, NY 12601
Tel. # - (845) 463-5400 / Fax # - (845) 463-0100

NOTICE AND CONFIRMATION
BOARD OF DIRECTORS REGULAR MEETING

Wednesday, June 14, 2023

8:00 AM

DATE: June 8, 2023

TO: Mark Doyle, Vice Chair
Kathleen Bauer, Secretary/Treasurer
Amy Bombardieri
Jamie Piccone II
Don Sagliano
Al Torreggiani

FROM: Tim Dean, Chairman

A regular meeting of the Dutchess County Local Development Corporation [DCLDC] has been scheduled for **Wednesday, June 14, 2023 at 8:00 AM** at 3 Neptune Road, Suite A21, Poughkeepsie, NY 12601.

In compliance with NYS Senate Bill S88, signed into law on August 27, 2019 and effective as of January 2020, this meeting will be recorded.

PLEASE TAKE NOTICE that the Dutchess County Local Development Corporation (the "Corporation") Board Meeting scheduled for June 14, 2023 can also be viewed electronically via conference for the public. Members of the public may listen to the Board meeting by logging into the Zoom Platform at <https://us06web.zoom.us/j/87942462914> or calling 1-929-436-2866 Meeting ID: 879 4246 2914. The meeting will be recorded and will be posted to the Corporation's website.

The purpose of the meeting is to consider the following:

1. Conflict of Interest Disclosures
2. Proof of Meeting Notice
3. Bills and Communications
4. Approval of Minutes
May 23, 2023
5. Report of the Treasurer
 - A. Financial Report
6. Reports of Committees
7. Unfinished Business
8. New Business
 - A. Consideration and Approval of a Preliminary Inducement Resolution for the Issuance of the LDC's Tax-Exempt Bonds Series 2023 (Tompkins Terrace Housing, L.P.) in an amount presently estimated to be \$25,000,000 but not to exceed \$30,000,000 for the benefit of Tompkins Terrace Housing, L.P. for its rehabilitation, renovation, and improvement of the 193-unit affordable housing complex located at 194 Tompkins Terrace in Beacon, NY.

Information Copy		
William F.X. O'Neil, DC Executive A. Gregg Pulver, Chairman, DC Legislators Ronald Hicks, Dutchess County	Sarah Lee, Executive Director Jane Denbaum, CFO Donald Cappillino, Counsel Elizabeth Cappillino, Counsel	B. Hunter, WEOK/WPDH H. Gross, Mid-Hudson News



*3 Neptune Road, Suite A21, Poughkeepsie, NY 12601
Tel. # - (845) 463-5400 / Fax # - (845) 463-0100*

BOARD OF DIRECTORS REGULAR MEETING

Wednesday, June 14, 2023

8:00 AM

AGENDA

1. Roll Call
2. Conflict of Interest Disclosures
3. Proof of Meeting Notice
4. Bills and Communications
5. Approval of Minutes
May 23, 2023
6. Report of the Treasurer
 - A. Financial Report
7. Reports of Committees
8. Unfinished Business
9. New Business
 - A. Consideration and Approval of a Preliminary Inducement Resolution for the Issuance of the LDC's Tax-Exempt Bonds Series 2023 (Tompkins Terrace Housing, L.P.) in an amount presently estimated to be \$25,000,000 but not to exceed \$30,000,000 for the benefit of Tompkins Terrace Housing, L.P. for its rehabilitation, renovation, and improvement of the 193-unit affordable housing complex located at 194 Tompkins Terrace in Beacon, NY.
10. Adjournment

In compliance with NYS Senate Bill S88, signed into law on August 27, 2019 and effective as of January 2020, this meeting will be recorded.

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MINUTES



3 Neptune Road, Poughkeepsie, NY 12601
Tel. # - (845) 463-5400 / Fax # - (845) 463-0100

BOARD OF DIRECTORS SPECIAL MEETING

Tuesday, May 23, 2023

Present: Tim Dean, Chairman
Mark Doyle, Vice Chairman
Kathleen Bauer, Secretary/Treasurer
Amy Bombardieri
Don Sagliano
Alfred Torreggiani

Unable to Attend: Jamie Piccone II

Also Present: Sarah Lee, CEO
Jane Denbaum, CFO
Jasmin Haylett, Office Administrator
Amanda Gomes, Marketing & Dev. Manager
Elizabeth Cappillino & Don Cappillino (Counsel)
George Hamel, Holly Horsley, Taun Toay, Laura Ramsey, Katrina Flora, Andrew Fitzpatrick, Bryan Boeckmann & Ofer Had (Bard College)
Jim Beretta & Doreen Tignanelli (Members from the public)
Hank Gross (Media)

On Tuesday, May 23, 2023, the Dutchess County Local Development Corporation [DCLDC] Board of Directors special meeting was called to order by Vice Chairman Doyle at 9:07 AM. Present was Mark Doyle, Kathleen Bauer, Amy Bombardieri, Jamie Piccone II, Don Sagliano and Al Torreggiani. Unable to attend was Tim Dean. Quorum was established with (6) members in-person.

CONFLICT OF INTEREST DISCLOSURES

Vice Chairman Doyle asked board members if they had any potential conflicts with any items on the agenda. No potential conflict was noted.

PROOF OF MEETING NOTICE

The meeting notice was published on May 18, 2023.

BILLS AND COMMUNICATIONS

None

APPROVAL OF MINUTES

April 12, 2023

Vice Chairman Doyle asked for a motion to approve the April 12, 2023 regular meeting minutes of the Dutchess County Local Development Corporation.

A motion was made by Mr. Torreggiani, duly seconded by Ms. Bauer to approve the DCLDC Board of Directors regular meeting minutes for April 12, 2023. Roll call vote was taken, all voted in favor, and the motion was carried.

REPORT OF THE TREASURER**A. Financial Report**

Ms. Denbaum proceeded to report on the April 30, 2023 Balance Sheet and Profit & Loss Statement

- Current cash balance is \$ 2,558,249.13
- The P&L, has a total income of \$155,341.15 to a budget of \$926,428 for unfavorable to budget by \$771,086.85
- Expenses are \$383,934.91 to a budget of \$1,273,463 and favorable to budget by \$889,528
- There is a loss of \$228,593.76 to a budgeted loss of \$347,035 and favorable to budget for \$118,441.24

At the last meeting Mr. Sagliano asked if an extra column could be added to the Profit & Loss Statement that would show the periodic budget. Ms. Denbaum distributed that sheet with the extra column added.

REPORTS OF COMMITTEES

None

UNFINISHED BUSINESS

None

NEW BUSINESS

- A. Consideration and Approval of a Preliminary Inducement Resolution for the Issuance of the LDC's Tax-Exempt Bonds Series 2023 (Bard College) in an amount presently estimated to be \$155,000,000 but not to exceed \$160,000,000 for the benefit of Bard College.

Ms. Lee noted the following:

- Bard College is requesting tax exempt bond financing through the LDC in the approximate amount of \$155 million to finance the construction of North campus residents consisting of five buildings and then a fifth building will be a multipurpose hall with student classroom spaces and classrooms
- The bond will also be used to finance the construction of a performing arts lab
- On the zoom call is the CFO, Taun Toay, George Hamel and their Counsel, Holly Horsley

Mr. Cappillino noted the following:

- This is a preliminary resolution
- This bond is for \$155,000,000 not to exceed \$160,000,000
- On page 2 of the resolution, under the second whereas, subparagraph A (1) & (2). At the end of subparagraph (2), delete the comma after the word productions and replace it with a semicolon and add the word and after the semicolon. Add a subparagraph (3) that says, Renovations and upgrades to buildings and infrastructure on the main campus:

Questions, responses, and comments ensued.

Vice Chairman Doyle asked for a motion to approve the Preliminary Inducement Resolution for the Issuance of the LDC's Tax-Exempt Bonds Series 2023 (Bard College) along with the corrections noted by Mr. Cappillino.

A motion was made by Mr. Sagliano, duly seconded by Mr. Piccone to approve the Preliminary Inducement Resolution for the Issuance of the LDC's Tax-Exempt Bonds Series 2023 (Bard College) in an amount presently estimated to be \$155,000,000 but not to exceed \$160,000,000 for the benefit of Bard College along with the corrections noted above by Mr. Cappillino. Roll call vote was taken, all voted in favor and the motion was carried.

- B. Consideration and Approval of a Preliminary Inducement Resolution for the Issuance of the LDC's Tax-Exempt Bonds Series 2023 (Tompkins Terrace Housing, L.P.) in an amount presently estimated to be \$25,000,000 but not to exceed \$30,000,000 for the benefit of Tompkins Terrace Housing, L.P. for its rehabilitation, renovation, and improvement of the 193-unit affordable housing complex located at 194 Tompkins Terrace in Beacon, NY.

Mr. Cappillino noted that:

- This is the bond portion of the mortgage tax exemption of this project that was discussed in the IDA meeting
- He suggests that someone either move to table this resolution or move to pass this resolution and then take a vote
- He does not believe any further discussion is needed on this resolution

Vice Chairman Doyle asked for a motion to approve the Preliminary Inducement Resolution for the Issuance of the LDC's Tax-Exempt Bonds Series 2023 (Tompkins Terrace Housing, L.P.

A motion was made by Mr. Sagliano, duly seconded by Mr. Piccone to table the discussion to consider and approve this Preliminary Inducement Resolution for the Issuance of the LDC's Tax-Exempt Bonds Series 2023 (Tompkins Terrace Housing, L.P.) in an amount presently estimated to be \$25,000,000 but not to exceed \$30,000,000 for the benefit of Tompkins Terrace Housing, L.P. for its rehabilitation, renovation, and improvement of the 193-unit affordable housing complex located at 194 Tompkins Terrace in Beacon, NY. Roll call vote was taken, all voted in favor and the motion was carried.

- C. 1st Quarter County Reimbursement Request

Ms. Lee noted the following:

- This is our quarterly request to the County for reimbursement of work completed as per the service contract with Dutchess County which includes the regular County contract as well as the ARP funds
- We are requesting \$114,861.61 for work completed in first quarter under the regular County contract and \$8,468.79 for the ARP contract expenditure

Vice Chairman Doyle asked for a motion to approve the first quarter County reimbursement requests a presented by Ms. Lee.

A motion was made by Mr. Torreggiani, duly seconded by Ms. Bauer to approve the first quarter County reimbursement requests for the DCLDC in the amount of \$114,861.61 and for the ARP in the amount of \$8,468.79. Roll call vote was taken, all voted in favor and the motion was carried.

ADJOURNMENT

There being no further business on the agenda to discuss, the meeting was adjourned by Vice Chairman Doyle at 9:30 AM.

Respectfully submitted,

Kathleen M. Bauer, Secretary/Treasurer

Date

Meeting 05-23-2023
Approved _____
Certified _____

Dutchess County Local Development Corporation

Balance Sheet

As of May 31, 2023

	May 31, 23
ASSETS	
Current Assets	
Checking/Savings	
1010 · Cash	
1100 · Checking -- TD Bank	543,212.14
1101 · Petty Cash	300.00
1180 · CD1 - Salisbury	259,736.29
1182 · CD2 - Salisbury	1,819,631.06
Total 1010 · Cash	2,622,879.49
Total Checking/Savings	2,622,879.49
Accounts Receivable	
11000 · Accounts Receivable	1,500.00
Total Accounts Receivable	1,500.00
Total Current Assets	2,624,379.49
Fixed Assets	
1390 · Furniture & Equipment	
1680 · Furniture & Equipment	127,128.18
1710 · Accumulated Depreciation	-100,578.24
Total 1390 · Furniture & Equipment	26,549.94
1600 · ROU Lease Asset	
1690 · ROU Lease	803,315.00
1790 · Accumulated Lease Amortization	-155,480.00
Total 1600 · ROU Lease Asset	647,835.00
Total Fixed Assets	674,384.94
Other Assets	
1175 · Other Assets	
1200 · Receivables	126,975.90
1310 · Prepaid Expenses	2,358.97
1320 · Payroll Deposit	15,011.00
Total 1175 · Other Assets	144,345.87
Total Other Assets	144,345.87
TOTAL ASSETS	3,443,110.30
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · *Accounts Payable	30,303.44
Total Accounts Payable	30,303.44
Other Current Liabilities	
1990 · Liabilities	
2290 · Lease Liability - Current	60,703.00
Total 1990 · Liabilities	60,703.00
Total Other Current Liabilities	60,703.00
Total Current Liabilities	91,006.44

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06/02/23

Accrual Basis

Dutchess County Local Development Corporation

Balance Sheet

As of May 31, 2023

	<u>May 31, 23</u>
Long Term Liabilities	
2300 · Long Term Liabilities	
2390 · Lease Liability - Long Term	<u>636,515.00</u>
Total 2300 · Long Term Liabilities	<u>636,515.00</u>
Total Long Term Liabilities	<u>636,515.00</u>
Total Liabilities	<u>727,521.44</u>
Equity	
30000 · Opening Balance Equity	1,093,744.17
32000 · Unrestricted Net Assets	1,784,840.22
Net Income	<u>-162,995.53</u>
Total Equity	<u>2,715,588.86</u>
TOTAL LIABILITIES & EQUITY	<u><u>3,443,110.30</u></u>

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06/02/23

Accrual Basis

Dutchess County Local Development Corporation

Profit & Loss Budget vs. Actual

January through May 2023

	Jan - May 23	Budget	\$ Over Budget	% of Budget
Income				
4000 · Cash Revenues				
4020 · Administration Fees	141,684.00	215,000.00	-73,316.00	65.9%
4030 · Application Fees	2,000.00	1,000.00	1,000.00	200.0%
4035 · Compliance Fees	1,500.00	1,500.00	0.00	100.0%
4040 · Dutchess County	114,861.61	450,000.00	-335,138.39	25.5%
4041 · Dutchess County - ARP	8,468.79	0.00	8,468.79	100.0%
4050 · DCIDA	0.00	150,000.00	-150,000.00	0.0%
4060 · Private Sector	0.00	70,000.00	-70,000.00	0.0%
4080 · DCWIB	11,882.00	28,928.00	-17,046.00	41.1%
4910 · Interest	26,766.42	10,000.00	16,766.42	267.7%
Total 4000 · Cash Revenues	307,162.82	926,428.00	-619,265.18	33.2%
Total Income	307,162.82	926,428.00	-619,265.18	33.2%
Expense				
6000 · Expenditures				
6240 · Audit	960.00	13,300.00	-12,340.00	7.2%
6245 · Board & Committee	0.00	1,000.00	-1,000.00	0.0%
6270 · Computer Consulting	5,398.84	14,100.00	-8,701.16	38.3%
6273 · Dues, Subs, & Pubs	19,528.98	50,000.00	-30,471.02	39.1%
6274 · Education/Training	1,140.00	4,000.00	-2,860.00	28.5%
6275 · Equipment	0.00	2,000.00	-2,000.00	0.0%
6310 · Insurance	4,424.19	4,500.00	-75.81	98.3%
6390 · Marketing	6,965.67	100,000.00	-93,034.33	7.0%
6392 · Marketing-MMP-ARPA	0.00	0.00	0.00	0.0%
6395 · Office Supplies	2,411.46	5,000.00	-2,588.54	48.2%
6400 · Other Expenditure	803.23	2,000.00	-1,196.77	40.2%
6410 · Payroll	198,137.83	475,531.00	-277,393.17	41.7%
6415 · Payroll Tax	19,952.77	43,535.00	-23,582.23	45.8%
6420 · Payroll Fringe	60,006.96	144,000.00	-83,993.04	41.7%
6450 · Professional Fees	3,194.02	10,000.00	-6,805.98	31.9%
6500 · Professional Service Contracts	75,500.00	215,000.00	-139,500.00	35.1%
6505 · Phone	2,557.07	6,500.00	-3,942.93	39.3%
6510 · Postage	72.00	500.00	-428.00	14.4%
6520 · Printing	0.00	500.00	-500.00	0.0%
6540 · Rent	40,493.73	91,997.00	-51,503.27	44.0%
6548 · Trade Show	2,100.00	15,000.00	-12,900.00	14.0%
6550 · Travel & Meetings	11,121.60	25,000.00	-13,878.40	44.5%
Total 6000 · Expenditures	454,768.35	1,223,463.00	-768,694.65	37.2%
6243 · Event Expenses	15,390.00	50,000.00	-34,610.00	30.8%
Total Expense	470,158.35	1,273,463.00	-803,304.65	36.9%
Net Income	-162,995.53	-347,035.00	184,039.47	47.0%

**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 8:10 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
Mark Doyle, Vice Chairman
Kathleen M. Bauer, Secretary/Treasurer
Alfred D. Torreggiani
Donald R. Sagliano
Ronald J. Piccone, II
Amy L. Bombardieri

ABSENT:

ALSO PRESENT: Sarah Lee, Chief Executive Officer
Jane Denbaum, Chief Financial Officer
Donald Cappillino, Counsel
Elizabeth A. Cappillino, Counsel

On motion duly made by [] and seconded by [], 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
Mark Doyle, Vice Chairman	VOTING
Kathleen M. Bauer, Secretary/Treasurer	VOTING
Alfred D. Torreggiani	VOTING
Donald R. Sagliano	VOTING
Ronald J. Piccone, II	VOTING
Amy L. Bombardieri	VOTING

The Resolution was thereupon declared duly adopted.

Adopted: June 14, 2023

**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: _____

DRAFT

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

Dutchess County Industrial Development Agency

MRB Cost Benefit Calculator

Date May 11, 2023
Project Title 13022301
Project Location City of Beacon

Economic Impacts

Summary of Economic Impacts over the Life of the PILOT

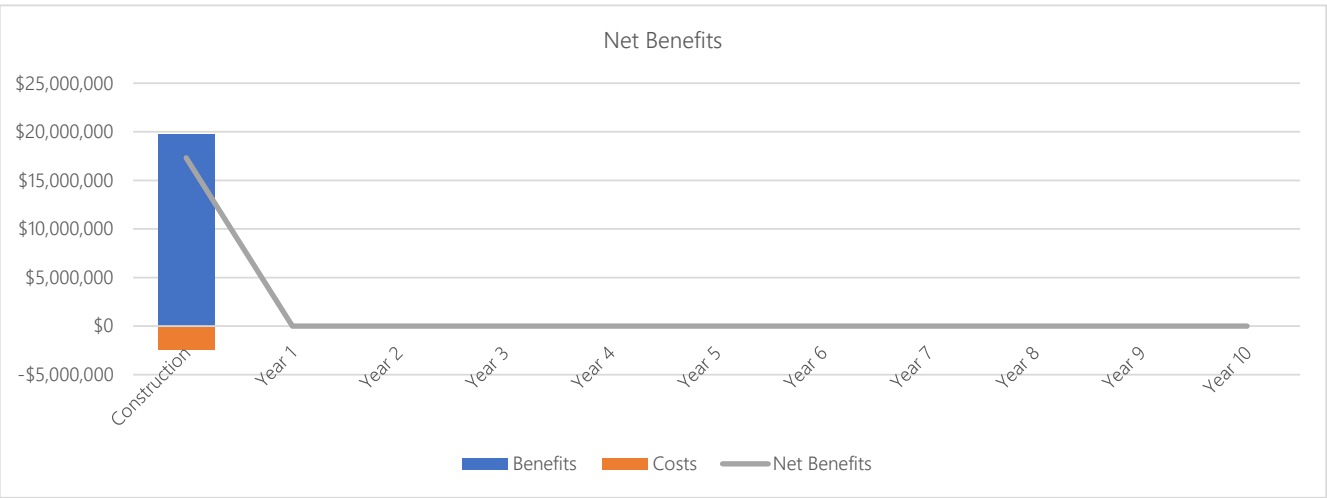
Project Total Investment

\$43,672,109

Temporary (Construction)			
	Direct	Indirect	Total
Jobs	156	71	227
Earnings	\$14,448,018	\$4,184,777	\$18,632,795
Local Spend	\$34,937,687	\$13,437,586	\$48,375,273

Ongoing (Operations)			
Aggregate over life of the PILOT			
	Direct	Indirect	Total
Jobs	0	0	0
Earnings	\$1,188,450	\$633,625	\$1,822,075

Figure 1



Net Benefits chart will always display construction through year 10, irrespective of the length of the PILOT.

Figure 2

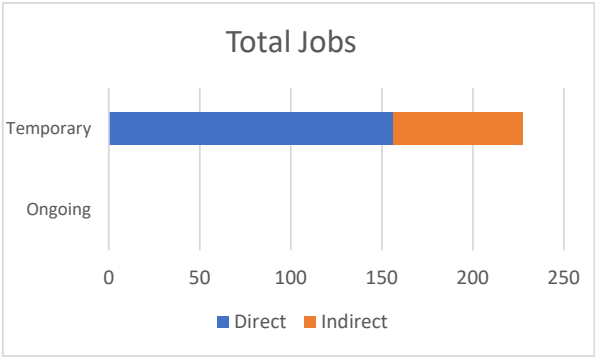
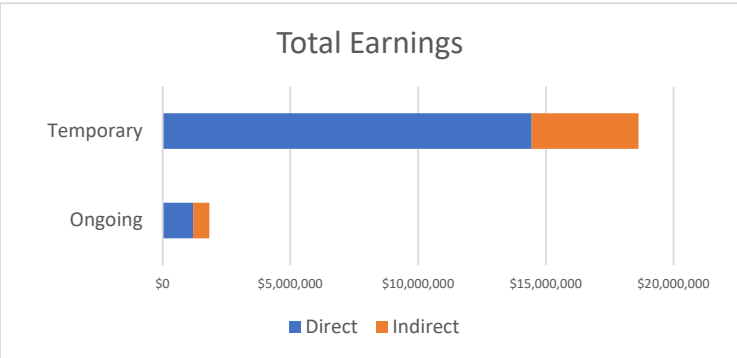


Figure 3



Fiscal Impacts

Estimated Costs of Exemptions

	Nominal Value	Discounted Value*
Property Tax Exemption	\$0	\$0
Sales Tax Exemption	\$0	\$0
Local Sales Tax Exemption	\$0	\$0
State Sales Tax Exemption	\$0	\$0
Mortgage Recording Tax Exemption	\$2,392,500	\$2,392,500
Local Mortgage Recording Tax Exemption	\$187,500	\$187,500
State Mortgage Recording Tax Exemption	\$2,205,000	\$2,205,000
Total Costs	\$2,392,500	\$2,392,500

State and Local Benefits

	Nominal Value	Discounted Value*
Local Benefits	\$20,582,096	\$20,517,075
To Private Individuals	\$20,454,870	\$20,390,356
Temporary Payroll	\$18,632,795	\$18,632,795
Ongoing Payroll	\$1,822,075	\$1,757,561
Other Payments to Private Individuals	\$0	\$0
To the Public	\$127,227	\$126,719
Increase in Property Tax Revenue	\$0	\$0
Temporary Jobs - Sales Tax Revenue	\$114,126	\$114,126
Ongoing Jobs - Sales Tax Revenue	\$13,101	\$12,594
Other Local Municipal Revenue	\$0	\$0
State Benefits	\$1,065,871	\$1,062,388
To the Public	\$1,065,871	\$1,062,388
Temporary Income Tax Revenue	\$838,476	\$838,476
Ongoing Income Tax Revenue	\$81,993	\$79,090
Temporary Jobs - Sales Tax Revenue	\$130,430	\$130,430
Ongoing Jobs - Sales Tax Revenue	\$14,972	\$14,393
Total Benefits to State & Region	\$21,647,967	\$21,579,464

Benefit to Cost Ratio

	Benefit*	Cost*	Ratio
Local	\$20,517,075	\$187,500	109:1
State	\$1,062,388	\$2,205,000	:1
Grand Total	\$21,579,464	\$2,392,500	9:1

*Discounted at 2%

Additional Comments from IDA

The Cost Benefit Tool uses the Mortgage Tax Exemption to also portray estimated tax-exempt bond savings to the Applicant. Interest income from tax-exempt bonds are exempt from NYS tax. Mortgage Tax Exemption in this case includes the \$187,500 in requested Mortgage Tax exemptions and NYS's "Cost" of the Tax Exempt bond. The project also has other community benefits such as ensuring an existing affordable income restricted housing development remains operational for an additional 40 years.

Does the IDA believe that the project can be accomplished in a timely fashion?

Yes

Project Evaluation of Projects Requesting LDC Benefits

Project: Tompkins Terrace #2013-03 **Location:** City of Beacon

Type of Business: Housing – Affordable income-restricted

Organization's Description

Related Affordable is a subsidiary of Related Companies. Related Affordable's primary focus is on preserving America's affordable housing stock by acquiring and/or redeveloping affordable assets which are often financially distressed or at risk of losing their affordability.

Project Description:

Tompkins Terrace is a 193-unit rental-subsidized garden style housing development in Beacon. The property was originally built in 1973 and has been owned and operated by Related Management Company since 2018. Related Affordable hopes to redevelop the property through the use of IDA sales tax-exemptions and LDC bonds, LDC mortgage tax exemptions and Low-Income Tax Housing Tax Credits in order to ensure the continuation of a low to moderate income housing development for residents of Dutchess County.

The Development is 50 years old and has only undergone a minor renovation in 2008 under the previous owner. Related Affordable plans to modernize and upgrade all the units without displacing any of the residents.

The proposed project will entail the repairs to the building exteriors including new roofing, siding, gutters, windows and doors and improved lighting with a particular focus on the livability and quality of life for the residents. All units will be upgraded with modern appliances, new HVAC system, new kitchens and baths. Shared spaces will include landscaping repairs and improvements, a new playground and new security cameras as needed.

In addition, Related Affordable will make investments to provide free in-unit Wi-Fi throughout the property available to all residents and guests of Tompkins Terrace.

Project Timeline:

Proposed date for commencement of transaction or construction: Summer 2023

The actual or expected dates of:

Construction completion: Q1 2025

Occupancy: Current

Total Cost of Project:

Amount Private Investment

Total Project Cost \$ 45,270,313Amount of other public financial assistance, grants and source \$ 0Construction Costs: \$ 14,642,259

Other Costs:

Estimated amount of Costs to State & Region:Amount of Mortgage Recording Tax exemption: \$187,500Projected bond term length: 17 yearsEstimated tax savings on bond interest: \$2,205,000**Estimated amount of Benefit to State & Region*:**Total Benefits to State & Regions(includes payroll
& indirect sales tax-discounted) \$21,647,967Benefit to Cost Ratio 9:1

*Provided by MRB Group

Project is consistent with Agency's Mission: Yes. The mission of the Dutchess County Local Development Corporation is to reduce underemployment and increase employment; provide assistance and financial incentives for the formation, retention, expansion, and attraction of not for profit and for-profit business to improve the economic vitality of the County. The project will allow the Tompkins Terrace to retain its current workforce in Dutchess County and continue to provide affordable and low income housing which is part of the diversity and supply of housing in Dutchess County and supporting the County's competitiveness to attract and retain workforce.

Local Benefits:**Full- time Jobs:** 5Number of Jobs relocated to the County 0Number of existing jobs to be retained 5Total Number of new Jobs to be created 0 over years.Part-Time Jobs: n/aAnnual average salary of jobs retained \$ 54,000Use of Local Workforce: Yes X No **The 'but for' details the need for Agency tax assistance:** Helps close a funding gap. Is competitive to offers from other states. Help a local company remain the business competitive. Is a key industrial clusters critical to the County's economy, including manufacturing, healthcare, information technology, education, tourism, energy, and agribusiness. Is essential services or businesses generally lacking in the County. Meets a local development or community goal.

Cost Benefit Analysis is attached: Yes **Other Attachments:** Application

Cost Benefit Analysis is attached: Yes **Other Attachments:** Application

CEO Comments of Importance

The project would preserve a critical housing asset for Dutchess County, especially in the City of Beacon where affordability is outpacing the rest of Dutchess County.

The LDC and IDA uses a Cost/Benefit Tool produced by MRB Group's Economic Development Division. In this tool, the Tax Exempt Bond Costs are portrayed in the Mortgage Tax Exemption tab as the estimated amount of tax saved on the interest income of the bond issuance compared to a taxable bond over the life of the bond.

Board Member QUESTIONS /COMMENTS

Completed by Board Member _____ Date _____ 202

Date_____202____

Print name _____