

BOND RESOLUTION
Regarding the Issuance of
County of Rockland Industrial Development Agency
Multi-Family Housing Revenue Bonds (Rockland Gardens Housing Project)

WHEREAS, the County of Rockland Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular under the provisions of the New York State Industrial Development Agency Act and the Agency’s enabling legislation, respectively constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended and Chapter 564 of the 1980 Laws of New York, as amended (collectively the “Act”), to issue its special obligation bonds payable solely from and secured by revenues derived from the leasing of the land, building and other improvements and the machinery and equipment so acquired; and

WHEREAS, the Agency proposes to assist in financing a project with respect to the acquisition of approximately 2.591 acres of land consisting of a 70-unit multifamily affordable apartment community comprised of 8 garden style apartment buildings, and the rehabilitation of the property to modernize such facilities thereon consisting of a 36 one-bedroom units and 34 two-bedroom units; 99% of which are covered by an existing Section 8 HAP contract, such facilities comprising approximately 28,133 aggregate square feet and acquiring equipment and furnishings to be installed therein (the “Project”), such Project to be located at 84 North Franklin Street, Nyack, New York (the “Premises”); and

WHEREAS, the Agency has been requested by Rockland Gardens Housing Partners, L.P. (“Rockland Gardens”) to issue revenue bonds to finance a portion of the costs of the Project; and

WHEREAS, Rockland Gardens and the Agency propose to (i) execute and deliver a certain Lease Agreement (the “Head Lease”), pursuant to which Rockland Gardens, as lessor, will lease the premises and improvements to be made thereon to the Agency, as lessee, and (ii) execute and deliver a certain Lease Agreement (the “Project Lease Agreement”), pursuant to which the Agency, as lessor, will sublease the premises and improvements to Rockland Gardens, as lessee; and

WHEREAS, in order to provide assistance to Rockland Gardens, the Agency proposes to issue its Multi-Family Housing Revenue Bonds (Rockland Gardens Project – Series 2023) in the aggregate principal amount authorized hereby pursuant to the Act to finance a portion of the costs of the Project, and to secure the Bonds pursuant to an Indenture of Trust (the “Indenture”) to be entered into with U.S. Bank Trust Company, National Association, as trustee (the “Trustee”); and

WHEREAS, the Agency proposes to provide additional financial assistance to the Company in developing the Project by entering into a payment in lieu of taxes agreement and a sales tax exemption agreement, and to issue a sales tax letter (payment in lieu of taxes agreement, sales tax exemption agreement and sales tax letter together being the “Project Documents”);

WHEREAS, the Project Lease Agreement will, among other things, provide for rental payments to be made by Rockland Gardens to the Agency in amounts and at times sufficient to make all payments due with respect to the Bonds; and

WHEREAS, the Agency will assign its right, title and interest in and to the Project Lease Agreement to the Trustee as security for the Bonds, subject to a reservation of certain rights to be retained by the agency; and

WHEREAS, the Bonds will be secured by a guaranty of payments due with respect to the bonds by Rockland Gardens pursuant to a Guaranty Agreement in favor of the Trustee (the “Rockland Gardens Guaranty”); and

WHEREAS, the Bonds will be further secured by a Fee, Leasehold and Subleasehold Mortgage, Assignment of Rents, Security Agreement and Fixture Filing (the “Mortgage”) relating to the premises and improvements and other assets secured by the Mortgage, to be executed by Rockland Gardens and the Agency in favor of the Trustee; and

WHEREAS, the Bonds will be subject to a public offering by Colliers Securities, LLC and in connection therewith a Preliminary Official Statement will be circulated; and

WHEREAS, Rockland Gardens will be obligated to maintain the tax-exempt status of the Bonds pursuant to a Tax Certificate and Agreement and a Regulatory Agreement among the Agency, Rockland Gardens, and the Trustee (the “Regulatory Agreement”); and

WHEREAS, in order to further facilitate the financing of the Project, Rockland Gardens desires Agency financial assistance in connection with the Project in the form of (i) sales tax exemptions with respect to the cost of using or acquiring materials and equipment in the approximate amount of \$190,532 with respect to the \$2,275,000 cost of construction materials for the Project, (ii) exemptions from mortgage recording tax with respect to a mortgage securing the financing for the Project (to the extent permitted by applicable law) and (iii) payment in lieu of tax benefits in amounts to be determined by the taxing jurisdictions; and

WHEREAS, the Agency has made certain findings and determinations in its inducement resolution regarding the Project adopted on September 30, 2022, which by this reference are adopted and confirmed as though made on the date hereof; and

WHEREAS, the Agency has published a notice of public hearing with respect to the Project and the financial assistance being requested, and such public hearing was held on June 14, 2023 at the Nyack Village Hall,

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF ROCKLAND INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based upon information received from the Rockland Gardens, the Project is a Type II action under the State Environmental Quality Review Act and is not subject to review pursuant to Title 6, Chapter 6, Sections 617.5(c)(2) and 617.4(b)(6)(iv) of the New York Codes, Rules and Regulations.

Section 2. The Agency finds that the Project will provide additional jobs within the County of Rockland, will promote a higher quality of affordable housing for County residents, and will promote additional commerce in the neighborhood of the Project, and therefore satisfies the criteria of being a commercial project within the meaning of the Act.

Section 3. To accomplish the purposes of the Act and to provide assistance in financing the cost of the Project, there is hereby authorized to be issued in accordance with the terms of the Indenture: County of Rockland Industrial Development agency Multi-Family Housing Revenue Bonds (Rockland Gardens Project – Series 2023) in an aggregate principal amount of not to exceed \$14,000,000 (the “Bonds”). The Bonds shall mature, bear interest at the rates, be payable as to principal and interest, be subject to mandatory or optional redemption, all as provided in the Indenture. The form of the Bonds and all other provisions with respect thereto shall be as set forth in the Indenture. The final maturity date of the Bonds shall not extend more than 45 years from the date of issue.

Section 4. The Bonds shall be special obligations of the Agency, payable solely from the revenues or other receipts, funds or moneys of the Agency pledged therefor, and from any amounts otherwise available under the Indenture for the payment thereof. Neither the State of New York nor the County of Rockland shall be obligated to pay the principal of, redemption price, if any, or interest on the Bonds. Neither the faith and credit nor taxing power of the State of New York or the County of Rockland shall be pledged to the payment of the principal of, redemption price, if any, or interest on the Bonds.

Section 5. The Bonds shall be subject to a public offering by Colliers Securities, LLC, and in connection therewith a Preliminary Official Statement (the “Official Statement”) will be circulated.

Section 6. The payment of the principal of, redemption price, if any, and interest on the Bonds shall be secured by (i) a pledge of the revenues, receipts, funds or moneys derived by the Agency under the Project Lease Agreement (subject to certain retained rights), (ii) mortgages of the respective fee, leasehold and subleasehold interests, as applicable, of the Agency and Rockland Gardens on the property comprising the Project (the “Mortgage”), (iii) one or more Guaranty Agreements from Rockland Gardens and such additional guarantors as may be required by the initial purchaser of the Bonds (each a “Guaranty Agreement”).

Section 7. The substance and form of the Indenture, the Head Lease, the Project Lease Agreement, the Project Agreements, the Guaranty Agreement, the Mortgage, the Tax Certificate and Agreement and the Regulatory Agreement, the Bonds and the caption “The Issuer” in the Official Statement substantially in the forms presented for this meeting, are hereby approved. Any Authorized Representative of the Agency is hereby authorized to execute, acknowledge and deliver the Indenture, the Head Lease, the Project Lease Agreement, the Mortgage, the Tax Certificate and Agreement, the Regulatory Agreement and the Bonds (including any ancillary agreements that may be reasonably required), with such changes, insertions and omissions as may be approved by the executing party. The execution of any such agreement or certificate by the duly authorized executing party shall constitute conclusive evidence of any approval by this Section. The Secretary or any Assistant Secretary of the Agency is hereby authorized to execute closing certificates on behalf of the Agency.

Section 8. The Agency hereby approves financial assistance for the Project in the form of: (i) sales tax exemptions with respect to the cost of using or acquiring materials and equipment in the approximate amount of \$190,532 with respect to the \$2,275,000 cost of construction materials for the Project, (ii) exemptions from mortgage recording tax with respect to a mortgage securing the financing for the Project (to the extent permitted by applicable law) and (iii) payment in lieu of tax benefits in amounts to be determined by the taxing jurisdictions. The Agency hereby appoints the Company as the Agency's agent for purposes of acquiring and installing the Project.

Section 9. The substance and form of the Project Documents, substantially in the forms of the Agency's documents, payment in lieu of taxes agreements and sales tax agreements (such forms being the Agency's "Project Agreement") are hereby approved, with such changes as may be approved by an Authorized Representative of the Agency. Any Authorized Representative of the Agency is hereby authorized to execute, acknowledge and deliver the Project Documents in final form with such changes as may be approved by the executing party. The execution of any such agreement by the duly authorized executing party shall constitute conclusive evidence of any approval by this Section. The Secretary of the Agency is hereby authorized to affix the seal of the Agency on any of the foregoing agreements and attest the same.

Section 10. Any Authorized Representative of the Agency is hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for in connection with the issuance and delivery of the Bonds and for the provision of financial assistance, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary, or in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this resolution and to cause compliance by the Agency with the terms, covenants and provisions of the Indenture, the Head Lease, the Project Lease Agreement, the Project Documents, the Mortgage, and the Tax Certificate and Agreement and the Regulatory Agreement and the Bonds.

Section 11. Any Authorized Representative of the Agency is hereby authorized and directed for and in the name and on behalf of the Agency to determine the principal amounts, maturity dates, interest rates, redemption provisions, and the number of Series, designations of Series, and principal amounts of Series, and other terms of the Bonds not otherwise specified herein, subject to the limitations set forth herein, and such provisions in the Indenture and the Bonds shall constitute conclusive evidence of such determination.

Section 12. The members and the Executive Director of the Agency (as used in this resolution, the "Authorized Representatives") are each hereby designated an authorized representative of the Agency.

Section 13. The Bonds shall be executed in the manner provided in the Indenture and delivered to the Trustee for proper authentication and delivery to the initial registered owner, upon instructions to that effect.

Section 14. All covenants, stipulations, obligations and agreements of the Agency contained in this resolution, Indenture, the Head Lease, the Project Lease Agreement, the Project Documents, the Mortgage, and the Tax Certificate and Agreement and the Regulatory Agreement and the Bonds and all agreements and certificates ancillary to any of the foregoing shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Agency and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Agency or the members thereof by the provisions of this resolution, Indenture, the Head Lease, the Project Lease Agreement, the Project Documents, the Mortgage, and the Tax Certificate and Agreement and the Regulatory Agreement and the Bonds or any agreements and certificates ancillary to any of the foregoing shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

Section 15. No covenant, stipulation, obligation or agreement contained in this resolution, Indenture, the Head Lease, the Project Lease Agreement, the Project Documents, the Mortgage, and the Tax Certificate and Agreement and the Regulatory Agreement and the Bonds and all agreements and certificates ancillary to any of the foregoing shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency or the County of Rockland in his individual capacity and neither the members of the Agency nor any officer executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 16. The members of the Agency are also each designated as an Assistant Secretary of the Agency, authorized to perform all of the duties of the Secretary of the Agency under the Act and the By-Laws of the Agency with respect to the transactions authorized by this resolution.

Section 17. The law firm of Hawkins Delafield & Wood LLP is hereby appointed Bond Counsel to the Agency for this issue of Bonds.

Section 18. The Secretary of the Agency or his designee is hereby authorized and directed to deliver a certified copy of this resolution to the County Executive of the County of Rockland for review in accordance with the Act.

Section 19. This resolution shall take effect immediately upon approval by the County Executive of the County of Rockland as provided by the Act.

Adopted: September 21, 2023.

[Secretary Certificate and County Executive Approval on Following Page]

CERTIFIED to be a true and correct copy of the resolution adopted on September 21, 2023 by the Members of the County of Rockland Industrial Development Agency.

Name:

Title:

STATUTORY APPROVAL

I, Edwin J. Day, an elected County Executive of the County of Rockland and serving a term as County Executive of the County of Rockland, hereby approve the foregoing resolution adopted by the County of Rockland Industrial Development Agency pursuant to and for all purposes of Chapter 925-l of the New York General Municipal Law.

_____, 2023

By: _____

Edwin J. Day
County Executive of the
County of Rockland

Secretary Certificate and County Executive Approval for the Agency Authorizing Resolution for the following Project:

Multi-Family Housing Revenue Bonds (Rockland Gardens Project)