

Date: November 13, 2023

At a meeting of the Riverhead IDA Economic Job Development Corporation, Suffolk County, New York (the “**Issuer**”), held at the Town Hall, 4 West Second Street, Riverhead, New York, in said Town, on the 13th day of November, 2023, at 5:00 p.m., Prevailing Time, the following members were:

Present: James B. Farley, Chairman
Lee Mendelson, Treasurer
Doug Williams, Asst. Treasurer

Absent: Lori Ann Pipczynski, Vice Chair
Anthony Barresi, Secretary

Also Present: Tracy Stark-James, Executive Director
William F. Weir, Esq., Bond Counsel

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the issuance and sale of the Issuer’s proposed Multifamily Tax-Exempt Mortgage-Backed Bonds (M-TEBS), Series 2023 (River Pointe Apartments Project) presently estimated to be approximately \$31,800,000 but not to exceed \$37,000,000.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye
James B. Farley
Lee Mendelson
Douglas Williams

Voting Nay

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF THE ISSUER'S MULTIFAMILY TAX-EXEMPT MORTGAGE-BACKED BONDS (M-TEBS), SERIES 2023 (RIVER POINTE APARTMENTS PROJECT), IN THE AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE APPROXIMATELY \$31,800,000, BUT NOT TO EXCEED \$37,000,000 AND THE EXECUTION OF RELATED DOCUMENTS.

RESOLUTION #25-23

WHEREAS, pursuant to Section 1411 of the New York Not-For-Profit Corporation Law of the State of New York, as amended (collectively the "**Enabling Act**"), the Riverhead IDA Economic Job Development Corporation (the "**Issuer**"), was created with the authority and power to issue its revenue bonds for the purpose of, among other things, financing and/or refinancing certain facilities as authorized by the Enabling Act; and

WHEREAS, there is a lack of modern affordable housing in the Town of Riverhead (the "**Town**"); and

WHEREAS, such lack of modern affordable housing has resulted in individuals leaving the Town and therefore adversely affecting employers, businesses, retailers, banks, financial institutions, insurance companies, health and legal services providers and other merchants in the Town and otherwise adversely impacting the economic health and well-being of the residents of the Town, employers, and the tax base of the Town; and

WHEREAS, the hereinafter defined Facility, by providing such modern affordable housing will enable persons to remain in the Town and thereby to support the businesses, retailers, banks, and other financial institutions, insurance companies, health care and legal services providers and other merchants in the Town which will increase the economic health and well-being of the residents of the Town, help preserve and increase permanent private sector jobs; and

WHEREAS, the Facility will provide services, i.e., modern affordable housing, which but for the Facility, would not otherwise be reasonably accessible to the residents of the Town; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon

such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, the mission of the Issuer is to sustain and promote industry and commerce in the Town of Riverhead, improve economic opportunities for businesses and residents, maintain and create jobs, improve the quality of life, and promote a healthier community, complimenting the objective of the Riverhead Industrial Development Agency and the Issuer seeks to ensure long-term economic viability in the Town of Riverhead by creating opportunities for business and community development (the "**Mission**"); and

WHEREAS, Riverhead Housing, L.P., a duly organized and validly existing New York limited partnership (the "**Borrower**"), having offices located at 30 Hudson Yards, 72nd Floor, New York, New York 10001, has submitted an application to the Issuer (the "Application") requesting the Issuer to issue its Multifamily Tax-Exempt Mortgage-Backed Bonds (M-TEBS), Series 2023 (River Pointe Apartments Project) (the "**Series 2023 Bonds**"), as tax exempt bonds under Section 142(d) of the Code, in an aggregate principal amount presently estimated to be \$31,800,000 but not to exceed \$37,000,000, to finance a certain project consisting of:

(A) the acquisition of an approximately 6.8 acre parcel of land located at 821 East Main Street, Riverhead, New York 11901 (the "**Land**"), together with an existing affordable housing complex located thereon consisting of nine (9) two-story buildings totaling approximately 137,606 square feet, comprised of thirty-three (33) one-bedroom units, ninety-two (92) tow-bedroom units, and ten (10) three-bedroom units (the "**Existing Improvements**");

(B) the rehabilitation, renovation, refurbishment and upgrading of the Existing Improvements, including, but not limited to, (i) exterior improvements consisting of replacement of roofs, gables, siding, windows, and exterior painting, (ii) interior renovations to residential units, common areas, and building systems, (iii) site improvements including landscaping, paving, lighting, playground equipment, signage, building access controls, and security systems, (iv) installation of Wi-Fi in residential units and common areas, and (v) related amenities and improvements (the "**New Improvements**"), and together with the Existing Improvements, 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 and the Improvements, the "**Facility**"); and

(D) paying all or a portion of the costs incidental to the issuance of the Series 2023 Bonds, including issuance costs of the Series 2023 Bonds, capitalized interest, and any reserve funds as may be necessary to secure the Series 2023 Bonds (collectively, paragraphs (A), (B), (C), and (D) shall be referred to herein as the "**Project**"); and

WHEREAS, in response to the receipt by the Issuer of the Application, the Chairman of the Issuer (A) caused a notice of public hearing (the "**Public Hearing**") of the Issuer to hear all persons interested in the Project to be published on October 12, 2023 in the *Riverhead News-Review*, a newspaper of general circulation available to the residents of Suffolk County, New York and the Town of Riverhead; (B) conducted the Public Hearing on October 23, 2023 at 5:00 p.m., local time at the Town of Riverhead Town Hall, 200 Howell Avenue, Riverhead, New York; and (C) caused a transcript report of the Public Hearing to be made (the "**Public Hearing Report**") which fairly reported the views presented at such Public Hearing and caused a copy of said Public Hearing Report to be made available to the members of the Board of Directors of the Issuer and to the Honorable Yvette Aguiar, Supervisor of the Town of Riverhead, New York (the "**Town Supervisor**"); and

WHEREAS, the Issuer, by resolution duly adopted on July 17, 2023 (the "**Inducement Resolution**"), took official action under the provisions of the Enabling Act to issue the Series 2023 Bonds for the purpose of financing the costs of the Project; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "**SEQR Act**") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "**Regulations**" and collectively with the SEQR Act, "**SEQRA**"), the Issuer determined in the Inducement Resolution that the Project is a "Type II Action" under 6 NYCRR § 617.5(c)(29) which will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

WHEREAS, the Issuer will issue its Series 2023 Bonds in the aggregate principal amount presently estimated to be \$31,800,000 but not to exceed \$37,000,000 under this resolution (the "**Bond Resolution**" or the "**Resolution**") and an Indenture of Trust, dated as of December 1, 2023 (the "**Indenture**"), by and between the Issuer and U.S. Bank Trust Company, National Association, as trustee (the "**Trustee**") for the holders of the Series 2023 Bonds and any additional bonds issued by the Issuer under the Indenture; and

WHEREAS, the Issuer, the Borrower and the Trustee will execute and deliver a Financing Agreement dated as of December 1, 2023 (the "**Financing Agreement**") by and among the Issuer, the Borrower and the Trustee, pursuant to the terms of which Financing Agreement the Issuer will use the proceeds of the Series 2023 Bonds to make a loan (the "**Loan**") to the Borrower to finance the acquisition, renovation and equipping of the Project; and

WHEREAS, pursuant to the terms of the Indenture, the net proceeds of the sale of the Series 2023 Bonds (the "**Bond Proceeds**") will be deposited into various trust funds held by the Trustee under the Indenture and will be disbursed by the Trustee to pay a portion of the Project Costs (as defined in the Indenture), but only upon satisfaction of the requirements for making such disbursements set forth in the Indenture and in the Financing Agreement; and

WHEREAS, to assist in financing the Project, at the direction of the Borrower, amounts on deposit in the Bond Proceeds Fund created under the Indenture will be used to acquire the Fannie Mae Certificate identified in the Indenture (the “**MBS**”) from Fannie Mae, which MBS will be backed by a mortgage loan (the “**Mortgage Loan**”) from Wells Fargo Multifamily Capital (the “**Lender**”) to the Borrower as evidenced by a multifamily note (the “**Mortgage Note**”) and secured by the Multifamily Fee and Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of a date to be determined (the “**Mortgage**”), together with all riders and exhibits, securing the Mortgage Loan, executed by the Borrower and the Town of Riverhead Industrial Development Agency in favor of the Issuer, as the same may be amended from time to time; and

WHEREAS, the Issuer will assign the Mortgage to the Lender pursuant to an Assignment of Mortgage, dated as of December 1, 2023 (the “**Assignment of Mortgage**”), and

WHEREAS, the Series 2023 Bonds will be initially purchased by Wells Fargo Securities, acting as underwriter for the Series 2023 Bonds (the “**Underwriter**”) pursuant to a Bond Purchase Agreement dated a date to be determined by and among the Underwriter, the Borrower, and the Issuer (the “**Bond Purchase Agreement**”); and

WHEREAS, the Underwriter will utilize a Preliminary Official Statement (the “**Preliminary Official Statement**”) and a final Official Statement, together with any supplement thereto (the “**Official Statement**”) in connection with the offering of the Series 2023 Bonds; and the Underwriter also intends to obtain a rating of the Series 2023 Bonds from one or more securities rating agencies; and

WHEREAS, to demonstrate compliance with the provisions of the Code relating to the issuance of the Series 2023 Bonds, (A) the Issuer will execute a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Series 2023 Bonds (the “**Information Return**”) pursuant to Section 149(e) of the Code, and file the Information Return with the Internal Revenue Service; (B) the Issuer and the Borrower will, respectively, execute a Certificate as to Arbitrage and an Arbitrage Certification dated the date of delivery of the Series 2023 Bonds (together, the “**Arbitrage Certificate**”), (C) the Borrower will execute a Tax Certification of Riverhead Housing, L.P. dated the date of delivery of the Series 2023 Bonds (the “**MF Tax Certification**”); and (D) the Issuer, the Borrower, and the Trustee will executed a Tax Regulatory Agreement dated the date of delivery of the Series 2023 Bonds (the “**Tax Regulatory Agreement**”), all of the foregoing relating to the requirements in Sections 103, 142 and 146 through 150 of the Code; and

WHEREAS, by Certificate of Approval to be executed prior to the issuance of the Series 2023 Bonds by the Town Supervisor, the “applicable elected representative” as required under Section 147(f) of the Code will have approved the issuance of the Series 2023 Bonds; and

WHEREAS, the Issuer now desires to (A) authorize the circulation of the Preliminary Official Statement in connection with the marketing of the Series 2023 Bonds, (B) authorize the circulation of the Official Statement in connection with the marketing of the Series 2023 Bonds, and (C) authorize the issuance of the Series 2023 Bonds for the purpose of paying a portion of the Project Costs.

NOW, THEREFORE, BE IT RESOLVED by the Issuer (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Issuer hereby finds and determines that:

(A) By virtue of the Certificate of Incorporation, the Amendment to the Certificate of Incorporation and the Enabling Act, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Enabling Act and to exercise all powers granted to it under the Enabling Act; and

(B) The financing of the Project through the issuance of the Series 2023 Bonds will (i) provide modern affordable housing to the Town which will enable persons to remain in the Town and thereby to support the businesses, retailers, banks, and other financial institutions, insurance companies, health care and legal services providers and other merchants in the Town, (ii) meet the Mission of the Issuer by promoting a healthier community, create jobs and improve the quality of life of residents of the Town; and (iii) promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town, and improve their standard of living, and thereby lessen the burdens of government;

(C) The financing of this Project will meet the performance goals of the Issuer because this proposed Project will: (i) encourage a range of housing options in conjunction with the Riverhead Industrial Development Agency; (ii) encourage capital investment through private ownership of real property; (iii) reduce vacancy rates, particularly within the urban renewal areas, through the redevelopment of underutilized facilities, enabling small business and non-profit growth and affordable housing development; and (iv) stabilize and increase the tax base within the Town of Riverhead and the Riverhead Central School District;

(D) It is desirable and in the public interest for the Issuer to issue and sell its Series 2023 Bonds upon the terms and conditions set forth in the Indenture and the Bond Purchase Agreement and as determined by the Chairman, the Vice Chairman or any member of the Issuer once the marketing the Series 2023 Bonds is completed and the Borrower has agreed to the interest rate or rates, redemption terms, principal payment date or dates and purchase price of the Series 2023 Bonds (collectively, the "**Bond Details**").

Section 2.

(a) Based upon the Environmental Assessment Form and related documents completed by the Borrower and reviewed by the Issuer and other representatives and information furnished by the Borrower regarding the Project, the Issuer determines that the action relating to the financing of the acquisition, renovation, equipping and operation of the Facility is a Type II action, as that term is defined in Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQR”). The Issuer also determines that the action will not have a “significant effect” on the environment, and, therefore, an environmental impact statement will not be prepared. This determination constitutes a negative declaration for purposes of SEQR. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQR or as may be deemed advisable by the Chairman, Vice Chairman or any member of the Issuer.

(b) In consequence of the foregoing, the Issuer hereby determines to: (A) issue the Series 2023 Bonds on the terms and conditions set forth in the Indenture and the Bond Purchase Agreement; (B) execute the Arbitrage Certificate and the Tax Regulatory Agreement, pursuant to which the Issuer and the Borrower make certain covenants to ensure the continued compliance with the Code; (C) execute the Information Return in connection with the issuance of the Series 2023 Bonds; (D) sell the Series 2023 Bonds to the initial purchaser thereof pursuant to the terms set forth in the Indenture and the Bond Purchase Agreement; (E) use the proceeds of the Series 2023 Bonds to make the Loan to the Borrower for the purpose of paying a portion of the Project Costs; (F) file the Information Return with the IRS; and (G) execute any and all related documents, instruments, and certificates.

Section 3. The form and substance of the Financing Agreement, the Indenture, the Series 2023 Bonds, the Bond Purchase Agreement, the Arbitrage Certificate, the Tax Regulatory Agreement, the Assignment of Mortgage, the Information Return, and any documents necessary and incidental thereto including, but not limited to, any documents approved by counsel to the Issuer (collectively, the “**Issuer Documents**”) are hereby approved.

Section 4. Subject to receipt by the Issuer of the executed certificate from the Town Supervisor indicating that the Town Supervisor has approved the issuance of the Series 2023 Bonds pursuant to, and solely for the purposes of, Section 147(f) of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver to the Trustee for authentication its Series 2023 Bonds in the aggregate principal amount presently estimated to be \$31,800,000 but not to exceed \$37,000,000, or so much thereof as may, in the Certificate of Determination, be determined to be necessary to finance the Project Costs, in the form and in the amount and containing the other provisions determined by the Chairman, the Vice Chairman or any member of the Issuer is hereby authorized to deliver said Series 2023 Bonds to the purchasers thereof against receipt of the purchase

price thereof, all pursuant to the Enabling Act and in accordance with the provisions of the Indenture, this Bond Resolution, and the Bond Purchase Agreement, provided that:

(A) The Series 2023 Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 4 shall (1) be issued, executed and delivered at such time as the Chairman, the Vice Chairman or any member of the Issuer shall determine, and (2) bear interest at the rate or rates, be issued in such form, be subject to redemption prior to maturity and have such other terms and provisions and be issued in such manner and on such conditions as are set forth in the Series 2023 Bonds, the Indenture and the Bond Purchase Agreement, or as are hereinafter approved by the Chairman, the Vice Chairman or any member of the Issuer in accordance with Section 5 hereof, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this Bond Resolution.

(B) The Series 2023 Bonds shall be issued solely for the purpose of providing funds to finance (1) the costs of making the Loan for the purpose of paying a portion of the Project Costs as described in the Issuer Documents, and (2) a portion of the administrative, legal, financial and other expenses of the Issuer in connection with the Loan and the Project and incidental to the issuance of the Series 2023 Bonds.

(C) Neither the members, directors nor officers of the Issuer, nor any person executing the Series 2023 Bonds or any of the Financing Documents (as hereinafter defined) on behalf of the Issuer, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Series 2023 Bonds and the interest thereon are not and shall never be a debt of the State of New York, or the Town of Riverhead, New York or any political subdivision thereof, and neither the State of New York, or the Town of Riverhead, New York nor any political subdivision thereof shall be liable thereon.

(D) The Series 2023 Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from repayment of the Loan or from the enforcement of the security provided by the Financing Documents (as hereinafter defined) and the other security pledged to the payment thereof.

(E) Notwithstanding any other provision of this Bond Resolution, the Issuer covenants that it will make no use of the proceeds of the Series 2023 Bonds or of any other funds of the Issuer (other than the Issuer's administrative fees) which, if said use had been reasonably expected on the date of issuance of the Series 2023 Bonds, would have caused any of the Series 2023 Bonds to be an "arbitrage bond" within the

meaning of Section 148 of the Code or for the interest on the Series 2023 Bonds to otherwise become includable in gross income for federal tax purposes.

Section 5. (A) Upon receipt of advice from counsel to the Issuer that the Preliminary Official Statement is in substantially final form, the Issuer hereby delegates to the Chairman, the Vice Chairman or any member of the Issuer the authority to (or, as applicable, ratifies and confirms the actions of the Chairman, the Vice Chairman or any member of the Issuer to) (1) deem the Preliminary Official Statement final (except for the permitted omissions described in paragraph (b)(1) of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended) by executing a certificate to that effect, (2) authorize the Underwriter to circulate the Preliminary Official Statement and (3) execute and deliver any other documents or agreements requested by the Underwriter in connection with the circulation of the Preliminary Official Statement by the Underwriter.

(B) Upon receipt of advice from counsel to the Issuer that the Issuer has received from the Underwriter the results of the initial marketing of the Series 2023 Bonds and has received from the Borrower evidence that the Borrower has accepted the results of the marketing of the Series 2023 Bonds, the Issuer hereby delegates to the Chairman, the Vice Chairman or any member of the Issuer the authority to (1) execute and deliver the Bond Purchase Agreement on behalf of the Issuer and (2) determine, on behalf of the Issuer, the final Bond Details.

(C) The Chairman, the Vice Chairman or any member of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents and the other documents related thereto (collectively with the Issuer Documents, the “**Financing Documents**”), and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman, the Vice Chairman or any member of the Issuer shall approve, the execution thereof by the Chairman, the Vice Chairman or any member of the Issuer to constitute conclusive evidence of such approval including such changes to the Financing Documents as are deemed appropriate by the Chairman, the Vice Chairman or any member of the Issuer to provide for bond insurance provided by a bond insurer selected by the Borrower.

(D) The Chairman, the Vice Chairman or any member of the Issuer are hereby further authorized, on behalf of the Issuer, to designate any additional authorized representatives of the Issuer.

(E) The Chairman, the Vice Chairman or any member of the Issuer are hereby further authorized to execute any documentation requested by the Underwriter to indicate the Issuer’s approval of the Preliminary Official Statement and/or the Official Statement.

Section 6. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, to 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 Bond Resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Financing Documents binding upon the Issuer.

Section 7. All actions taken by the Chairman, the Vice Chairman and/or any member of the Issuer in connection with Section 5(A) and (B) of this Bond Resolution, prior to the date of this Bond Resolution, are hereby ratified and confirmed.

Section 8. This Bond Resolution shall take effect immediately and the Series 2023 Bonds are hereby ordered to be issued in accordance with this Bond Resolution.

STATE OF NEW YORK)
 : SS.:
COUNTY OF SUFFOLK)

I, the undersigned Vice Chairwoman of the Riverhead IDA Economic Job Development Corporation, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Riverhead IDA Economic Job Development Corporation (the “**Issuer**”) with the original thereof on file in the office of the Issuer, and the same is a true and correct copy of such resolution and of the proceedings of the Issuer in connection with such matter. Such resolution was passed at a meeting of the Issuer duly convened in public session on November 13, 2023, at 5:00 p.m., local time, at Town of Riverhead Town Hall, 4 West Second Street, Riverhead, New York, at which meeting the following members were:

Present: James Farley , Chairman
 Lee Mendelson, Treasurer
 Doug Williams, Assistant Treasurer

Absent: Anthony Barresi, Secretary
 Lori Ann Pipczynski, Vice Chairwoman

Also Present: Tracy Stark-James, CEO of Riverhead Industrial Development Agency
 William F. Weir, Esq., Nixon Peabody LLP

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

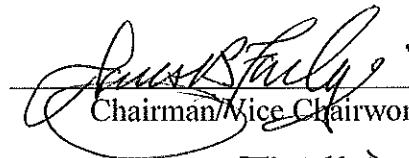
<u>James Farley</u>	VOTING	<u> Aye </u>
<u>Lee Mendelson</u>	VOTING	<u> Aye </u>
<u>Doug Williams</u>	VOTING	<u> Aye </u>

and, therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all members of the Issuer had due notice of said meeting, pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), (ii) said meeting was open to the general public and public notice of the time and place

of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of November 13, 2023.


Chairman/Vice Chairwoman
JAMES B. FARLEY