

**PROJECT AUTHORIZING AND BOND RESOLUTION**

*(Church Street NY LLC Project)*

A regular meeting of the County of Franklin Industrial Development Agency was convened on Wednesday September 8, 2021.

The meeting was called to order by Justus Martin, Board Chair, with the following members being:

PRESENT: Michael Doran  
James Ellis  
Madelyn Fleury  
Justus Martin  
Archie McKee

ABSENT: Sherry Boyea  
Stephen Erman

**THE FOLLOWING PERSONS**

WERE ALSO PRESENT: Jeremy Evans, CEO  
Maria Bourgeois, Operations Manager  
Russ Kinyon, Economic Development Director  
Dave Norbut, Norbut Solar Farms  
Kevin Halpin, Norbut Solar Farms  
Erin Enright, Norbut Solar Farms  
Janelle Harris, Norbut Solar Farms  
Justin Miller, Harris Beach

On motion duly made by Archie McKee and seconded by Madelyn Fleury, the following resolution was placed before the members of the County of Franklin Industrial Development Agency:

**Resolution No. 2021-20**

RESOLUTION OF THE COUNTY OF FRANKLIN INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) APPOINTING CHURCH STREET NY LLC (THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY OF THE AGENCY'S MULTI-FAMILY HOUSING REVENUE BONDS (CHURCH STREET NY LLC PROJECT), SERIES 2021 IN ONE OR MORE SERIES OF TAXABLE AND/OR TAX-EXEMPT BONDS AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$5,500,000 TO FINANCE THE PROJECT, (iii) ADOPTING FINDINGS FOR THE PROJECT IN ACCORDANCE WITH THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA"); (iv) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT; (v) AUTHORIZING THE PROVISION OF CERTAIN FINANCIAL ASSISTANCE TO THE COMPANY (AS FURTHER DEFINED HEREIN); AND (vi) AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS WITH RESPECT TO THE PROJECT

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 453 of the Laws of 1970 of the State of New York, as amended (hereinafter

collectively called the “Act”), the **COUNTY OF FRANKLIN INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called “Agency”) was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **CHURCH STREET NY LLC**, for itself and/or on behalf of an entity or entities to be formed (collectively, the “Company”), has submitted an application to the Agency, requesting that the Agency issue its tax-exempt multi-family housing revenue bonds in a principal amount not to exceed \$5,500,000 (the “Bonds”) for the purpose of financing a certain project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately .94 acres of real property located at 15 Church Street in the Village of Tupper Lake, New York (the “Land”, being more particularly described as tax parcel No. 490.75-2-1) along with the existing improvements thereon consisting principally of an approximately 41,000 square foot residential apartment building consisting of approximately fifty (50) one bedroom units, all of which are HUD Section 8 subsidized (the “Existing Improvements”); (ii) the renovation, reconstruction, rehabilitation and operation of the Existing Improvements, together with other related site work, exterior access and egress improvements, curbage, signage, utility and related exterior improvements (collectively, the “Improvements”); (iii) the acquisition of and installation in and around the Land, the Existing Improvements, and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the “Equipment” and, collectively with, the Land, the Existing Improvements and the Improvements, the “Facility”); (iv) funding all or a portion of the costs of a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs and expenses incidental to the issuance of the Bonds (the costs associated with items (i) through (iv) above being hereinafter referred to as the “Project Costs”) and (v) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the “Straight Lease Transaction”); and

WHEREAS, on April 13, 2021, the Agency adopted an initial resolution (the “Initial Project Resolution”) which (i) accepted the Company’s application, (ii) authorized the scheduling and conduct of a public hearing in compliance with as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”) and Section 859-a of the Act (the “Public Hearing”), (iii) described the contemplated forms of financial assistance to be provided by the Agency (the “Financial Assistance”, as described herein); (iv) authorized the negotiation of an Agent and Financial Assistance and Project Agreement (the “Agent Agreement”), Lease Agreement (the “Lease Agreement”), Leaseback Agreement (the “Leaseback Agreement”) and Payment-in-lieu-of-Tax agreement (the “PILOT Agreement”) to be entered into with respect to the Project (collectively, along with related documents, the “Straight Lease Documents”); (v) adopted a declaration of official intent with respect to the Project and the issuance of the Bonds pursuant to and in accordance with the Code; and (vi) authorized to the extent necessary the solicitation of consents from certain affected tax jurisdictions (as defined herein) (the “ATJ Consents”) in connection with a proposed deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”); and

WHEREAS, in accordance with the Initial Project Resolution, the Agency solicited and secured the ATJ Consents with respect to the proposed PILOT Agreement from the Town of Tupper Lake (the “Town”), the Village of Tupper Lake (the “Village”), the County of Franklin (the “County”), and the Tupper Lake Central School District (the “School”, and together with the Village, Town and County, the “Affected Tax Jurisdictions”); and

WHEREAS, all of the facilities and improvements to be financed by the Bonds are located in the Village

of Tupper Lake, in Franklin County, New York; and

WHEREAS, in accordance with the Initial Project Resolution, the Code and the Act, the Agency duly scheduled, noticed and conducted the Public Hearing on Tuesday, August 24, 2021, at 5:00 p.m. local time, at the Town of Tupper Lake Town Hall, 120 Demars Boulevard, Tupper Lake, New York 12986 with respect to the issuance of the Bonds and proposed Financial Assistance being contemplated by the Agency whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views, a copy of the minutes of the Public Hearing also being attached hereto within **Exhibit A**; and

WHEREAS, the Agency has identified the Project as a “Type II Action” as defined pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, “SEQRA”) for which no formal SEQRA review is necessary; and

WHEREAS, the Bonds are being issued pursuant to an Indenture of Trust (the “Indenture”), on a date acceptable to the Chairman, Vice Chairman and/or Chief Executive Officer of the Agency (each an “Authorized Officer”), by and between the Agency and a trustee acceptable to the Authorized Officer (the “Trustee”); and

WHEREAS, the Agency will loan the net proceeds derived from the issuance of the Bonds to the Company pursuant to a certain Loan Agreement (the “Loan Agreement”), by and between the Agency and the Company, with the payments made by the Company thereunder being sufficient to pay the principal of, premium, if any, and interest on the Bonds; and

WHEREAS, the Bonds will be initially purchased by an underwriter to be selected by the Company and approved by an Authorized Officer (the “Underwriter”), pursuant to a certain Bond Purchase Agreement (the “Bond Purchase Agreement”), from the Underwriter and accepted by the Agency and the Company; and

WHEREAS, as security for the Bonds, the Agency shall assign to the Trustee all of its rights (except Unassigned Rights, as defined in the Indenture) under the Loan Agreement, pursuant to the terms of a certain Pledge and Assignment (the “Pledge and Assignment”), from the Agency to the Trustee; and

WHEREAS, the interest rate or rates payable on the Bonds and certain other terms of the Bonds may be determined by the Underwriter following the circulation of a preliminary version of an official statement (the “Preliminary Official Statement”) and the Underwriter will utilize an official statement (the “Official Statement”) in connection with the sale of the Bonds; and

WHEREAS, the Agency desires to authorize the issuance and sale of the Bonds in accordance with the Code, along with the execution and delivery of the Indenture, Loan Agreement, Bond Purchase Agreement, Pledge and Assignment, a Tax Compliance Agreement, along with related security instruments and documents associated with the issuance and security for the Bonds, including any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements (collectively, the “Financing Documents”); and

WHEREAS, in furtherance of the foregoing, the Agency desires to authorize (i) the appointment of the Company as agent of the Agency to undertake the Project; (ii) the execution and delivery of the Straight Lease Documents and Financing Documents; (iii) the provision of the Financial Assistance to the Company, which shall include (a) an exemption from all state and local sales and use taxes with

respect to the qualifying personal property included in or incorporated into the Facility or used in the construction and equipping of the Facility, (b) a partial real property tax abatement through the execution of an agreement with the Agency regarding payments in lieu of real property taxes to be made for the benefit of the Affected Tax Jurisdictions, (c) a mortgage recording tax exemption for financings undertaken to construct the Facility, and interest savings realized through the Agency's issuance of the Bonds in accordance with the Code; (iv) the adoption of findings pursuant to SEQRA in connection with the Project; (v) and the issuance of the Bonds pursuant to and in accordance with the Code and the Financing Documents.

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

Section 1. Based upon the representations made by the Company to the Agency in the Application, the Agency hereby finds and determines that:

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

(B) It is desirable and in the public interest for the Agency to (i) acquire title to or other interest in the Land, the Existing Improvements, Improvements and the Equipment constituting the Facility, (ii) lease or sell the Agency's interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Company pursuant to a lease agreement or sale agreement, (iii) enter into a Straight Lease Transaction with the Company, and (iv) issue the Bonds pursuant to the Code and in accordance with the provisions hereof; and

(C) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment and safe housing opportunities in the Town of Tupper Lake and the Village of Tupper Lake, each of which are located within Franklin County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a facility or plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's Application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other facility or plant to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(E) Based upon a review of the Application, the Agency has identified the Project as a "Type II Action" as defined pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQRA") for which no formal SEQRA review is necessary.

Section 2. Subject to (i) the Company executing the Agent Agreement and Leaseback Agreement, and (ii) the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, renovation, construction, reconstruction, rehabilitation and equipping of the Project and

hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; *provided, however*, the Agent Agreement shall expire on December 31, 2022 (*unless extended for good cause by the Chief Executive Officer of the Agency*).

Section 3. The Agency has considered and hereby authorizes the proposed PILOT Agreement, the terms of which contain a deviation from the Agency's UTEP. The proposed PILOT Agreement contemplated for the Project entail (i) a PILOT term of up to thirty-five (35) years; and (ii) a PILOT payment schedule for the benefit of the Affected Tax Jurisdictions containing a fixed payment schedule with annual escalation throughout the term of the PILOT Agreement. Upon due consideration of the Company's application, and having received all necessary ATJ Consents, the Agency has taken into account the various positive economic and social impacts of the Project, and the Project's general satisfaction of several considerations set forth within the Policy, including, but not limited to (i) the expansion and retention of employment opportunities in the Village of Tupper Lake; (ii) the substantial capital investment associated with the Project derived from both public and Company sources; and (iii) the rehabilitation and upgrade of needed affordable housing stock to support the residents of the Village of Tupper Lake. Based upon the foregoing, the Agency hereby approves the proposed terms of the PILOT Agreement.

Section 4. Based upon the representation and warranties made by the Company the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to approximately **\$1,500,000.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$120,000.00**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services, and, to the extent required, the Agency authorizes and conducts any supplemental public hearing(s).

Section 5. Pursuant to Section 875(3) of the Act, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; (iv) the Company has made a material false statement on its application for financial assistance; (v) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project; and/or (vi) the Company obtains mortgage recording tax benefits and/or real property tax abatements and fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project (collectively,

items (i) through (vi) hereby defined as a “Recapture Event”).

As a condition precedent of receiving sales and use tax exemption benefits and real property tax abatement benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) if a Recapture Event determination is made by the Agency, cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, mortgage recording tax benefits and/or real property tax abatements abatement benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands, if and as so required to be paid over as determined by the Agency.

Section 6. In consequence of the foregoing, and in furtherance of the issuance of the Bonds, the Agency hereby authorizes the Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency (each an “Authorized Officer”), on behalf of the Agency, to execute and deliver the Straight Lease Documents, and related documents with such changes as shall be approved by the Chairman, Vice Chairman and/or the Chief Executive Officer and counsel to the Agency upon execution.

Section 7. The Agency further authorizes each Authorized Officer to execute and deliver the Financing Documents, including, but not limited to:

- (a) the Indenture with such amendments or modifications as the Authorized Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency, and issue the Bonds pursuant to the terms thereto; and
- (b) the Bond Purchase Agreement as the Authorized Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency; and
- (c) the Loan Agreement with such amendments or modifications as the Authorized Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Agency and loan the net proceeds derived from the issuance of the Bonds to the Company pursuant to the terms thereto; and
- (d) the Bonds in one or more series of taxable and/or tax-exempt bonds, to the Underwriter on a date acceptable to the Authorized Officer, subject however to the approval of the final terms for the Bonds and the terms and conditions of the Bond Purchase Agreement consistent with this resolution, and the prior written approval of all terms contained therein, and of the terms of the Bonds, by the Authorized Officer and by the Company; and
- (e) security documents associated with the Facility that may assign certain of its rights (excluding Unassigned Rights) under the Loan Agreement pursuant to the Pledge and Assignment; and
- (f) documents that authorize the use the proceeds of the Bonds to finance all or a portion of the Project Costs, including the payment of necessary incidental expenses in accordance with the Bond Purchase Agreement and the Loan Agreement; and
- (g) a Tax Compliance Agreement, to be dated as of the date of issuance of the tax-exempt Bonds or such other date acceptable to the Authorized Officer, between the Company and

the Agency (the “Tax Compliance Agreement”) and a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the tax-exempt Bonds (the “Information Return”) and file the Information Return with the Internal Revenue Service in connection with the issuance of the tax-exempt Bonds; and

- (j) if deemed necessary and appropriate for the sale of the Bonds, and upon receipt of advice from counsel to the Agency that the Preliminary Official Statement is in substantially final form, 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, and authorize the Underwriter to circulate the Preliminary Official Statement; and
- (k) upon receipt of advice from counsel to the Agency that the Agency has received from the Underwriter the results of the initial marketing of the Bonds and has received from the Company evidence that the Company has accepted the results of the initial marketing of the Bonds, execute and deliver the Bond Purchase Agreement on behalf of the Agency; and
- (l) execute and deliver all Financing Documents and other certificates and documents required in connection with the issuance and sale of the Bonds including the documents identified on the draft closing memorandum and any other documents as may be required to accomplish the Project and qualify the interest on the tax-exempt Bonds for tax-exempt status under Section 103 of the Code.

Section 8. The Agency is hereby authorized to assist the Company with the Project, to finance the Project Costs, including the funding of a debt service reserve fund, if any, and costs of issuance, by the issuance of the Bonds and to grant the other Financial Assistance; and all acts previously taken by the Agency with respect to the Project, the undertaking of the Project by the Company, the grant of Financial Assistance with respect to the Project and the issuance of the Bonds are hereby approved, ratified and confirmed.

Section 9. As a component of the ATJ Consent authorized and approved by the Board of Legislature of the County on September 2, 2021, and as the “applicable elected representative” of the County, within the meaning of Section 147(f)2(E) of the Code, the Board of Legislature has approved the issuance of the Bonds, provided that principal, premium, if any, and interest on the Bonds shall be special limited obligations of the Agency and shall never be a debt of the State or any political subdivision thereof, including, without limitation, the County, and neither the State, nor any political subdivision thereof, including, without limitation, the County, shall be liable thereon (the “TEFRA Approval”). With this TEFRA Approval issued by the Board of Legislature of the County, the Agency is hereby authorized to issue, execute, sell and deliver the tax-exempt Bonds to the Underwriter in accordance with the provisions of the Bond Purchase Agreement and the terms authorized in the Indenture and this resolution. Each of the Authorized Officers is hereby authorized, on behalf of the Agency, to execute (by manual or facsimile signature) and deliver the Financing Documents, on such terms and conditions as shall be consistent with this resolution and approved by an Authorized Officer, the execution thereof by such Authorized Officer constituting conclusive evidence of such approval.

- (a) the tax-exempt Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 9: (i) shall be issued, executed and delivered at such time as an Authorized

Officer shall determine, (ii) shall be in such aggregate principal amount (not to exceed \$5,500,000) as is hereinafter approved by an Authorized Officer, (iii) shall bear interest at such rate or rates as are set forth in the tax-exempt Bonds and the Indenture or as are hereinafter approved by an Authorized Officer, and (iv) shall be subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are set forth in the tax-exempt Bonds and the Indenture, all of which provisions are specifically incorporated herein with the same force and effect as if fully set forth in this resolution; and

- (b) the tax-exempt Bonds shall be issued solely for the purpose of providing funds to assist the Company in financing the Project Costs, the funding of a debt service reserve fund, if any, the administrative, legal, financial, and other expenses of the Agency in connection with such assistance and incidental to the issuance of the tax-exempt Bonds, as such costs are more specifically set forth in the Financing Documents; and
- (c) the tax-exempt Bonds and the interest thereon are not and shall never be a debt of the State of New York or Franklin County, New York, and neither the State of New York nor Franklin County, New York, shall be liable thereon; and
- (d) the tax-exempt Bonds, together with interest payable thereon, shall be special obligations of the Agency payable solely from the revenues and receipts derived from the payments made by the Company pursuant to the Loan Agreement or from the enforcement of the security provided by the other Financing Documents.

Section 10. Notwithstanding any other provision of this resolution, the Agency covenants that it will make no use of the proceeds of the tax-exempt Bonds or of any other funds which, if such use had been reasonably expected on the date of issuance of the tax-exempt Bonds, would cause the tax-exempt Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code.

Section 11. Each of the Authorized Officers 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 by the provisions of the Financing Documents, and to execute and deliver all Financing Documents, and to do all such further acts and things as may be necessary or in the opinion of the Authorized Officer acting on behalf of the Agency, desirable and proper to effect the purposes of this resolution and to cause compliance by the Agency with all of the terms, covenants, and provisions of the Financing Documents binding upon the Agency.

Section 12. It is hereby found and determined that all formal actions of the Agency concerning and relating to the adoption of this resolution were adopted in an open meeting of the Agency; and that all deliberations of the Agency and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 13. Due to the complex nature of this transaction, the Agency hereby authorizes each of its Authorized Officers to approve, execute and deliver such further agreements, documents and certificates as the Agency may be advised by counsel to the Agency and/or Bond Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Authorized Officer acting on behalf of the Agency.

Section 14. These Resolutions shall take effect immediately upon adoption.



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

	<b>YEA</b>	<b>NEA</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
JUSTUS MARTIN	X			
JAMES ELLIS	X			
SHERRY BOYEA				X
STEPHEN ERMAN				X
ARCHIE MCKEE	X			
MICHAEL DORAN	X			
MADLYN FLEURY	X			

Resolution #2021-20 was thereupon duly adopted.

STATE OF NEW YORK                    )  
COUNTY OF FRANKLIN                ) SS:

I, the undersigned Secretary of the County of Franklin Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the County of Franklin Industrial Development Agency (the “Agency”), including the resolution contained therein, held on September 8, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 10<sup>th</sup> day of September, 2021.

*Sherry Boyea*  
Sherry Boyea (Sep 12, 2021 09:27 EDT)

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***Sherry Boyea, Secretary***

## EXHIBIT A - Public Hearing Materials

### Public Hearing Agenda

#### COUNTY OF FRANKLIN INDUSTRIAL DEVELOPMENT AGENCY (Church Street NY LLC Project)

DATE: Tuesday, August 24, 2021 at 5:00 p.m.

COMPANY: Church Street NY LLC

LOCATION: Town of Tupper Lake Town Hall, 120 Demars Boulevard, Tupper Lake, NY

ATTENDANCE: Jeremy Evans, CEO  
Maria Bourgeois, Operations Manager  
Justin Miller, Harris Beach  
Mark Carbone, Managing Member Church Street NY LLC

MEMBERS OF THE GENERAL PUBLIC IN ATTENDANCE:

Patricia Littlefield, Tupper Lake Town Supervisor

- I. CALL TO ORDER:** (Time: 5:02 P.M.). Jeremy Evans opened the hearing and read the following into the public record:

This public hearing is being conducted pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 859-a of Title 1 of Article 18-a of the General Municipal Law of the State of New York, as amended, and Chapter 453 of the Laws of 1970 of the State of New York (hereinafter collectively called the "Act").

A Notice of Public Hearing describing the Project (which will be defined hereafter) being undertaken by the County of Franklin Industrial Development Agency was published in the The Tupper Lake Free Press on August 11, 2021 and The Adirondack Daily Enterprise on August 10, 2021, and posted on the website of the County of Franklin Industrial Development Agency. A copy of the Notice of Public Hearing is attached and is an official part of this public hearing transcript. A copy of the Application submitted by Church Street NY LLC to the County of Franklin Industrial Development Agency, along with a cost-benefit analysis, is available for review and inspection by the general public in attendance at this hearing.

**II. PROJECT SUMMARY:**

Church Street NY LLC, for itself and/or for an entity or entities to be formed (collectively, the "Company"), has submitted an application to the County of Franklin Industrial Development Agency requesting the County of Franklin Industrial Development Agency issue its tax-exempt multi-family housing revenue bonds in a principal amount not to exceed \$5,500,000 (the "Bonds") for the purpose of financing a certain project (the "Project") consisting of:

- (i) the acquisition by the County of Franklin Industrial Development Agency (hereinafter, the "Agency") of a leasehold interest in approximately .94 acres of real property located at 15 Church Street in the Village of Tupper Lake, New York (the "Land", being more particularly described as tax parcel No. 490.75-2-1) along with the existing

improvements thereon consisting principally of an approximately 41,000 square foot residential apartment building consisting of approximately fifty (50) one bedroom units, all of which are HUD Section 8 subsidized (the “Existing Improvements”);

(ii) the renovation, reconstruction, rehabilitation and operation of the Existing Improvements, together with other related site work, exterior access and egress improvements, curbage, signage, utility and related exterior improvements (collectively, the “Improvements”);

(iii) the acquisition of and installation in and around the Land, the Existing Improvements, and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the “Equipment”; and, collectively with, the Land, the Existing Improvements and the Improvements, the “Facility”);

(iv) The funding all or a portion of the costs of a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs and expenses incidental to the issuance of the Bonds (the costs associated with items (i) through (iv) above being hereinafter referred to as the “Project Costs”); and

(v) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the “Straight Lease Transaction”).

The Project Facility will be owned, operated and managed by the Company. The Bonds will be a special obligation of the Agency payable solely from rental payments made by the Company to the Agency pursuant to a lease or other agreement and certain other assets of the Company pledged to the repayment of the Bonds.

The Agency will acquire a leasehold interest in the Facility and lease the Facility back to the Company. The Company will operate the Facility during the term of the lease. At the end of the lease term, the leasehold interest will be terminated. The Agency contemplates that it will provide financial assistance (the “Financial Assistance”) to the Company in the form of:

(i) interest savings through the issuance of the Bonds,

(ii) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction or equipping of the Facility

(iii) A mortgage recording tax exemption(s) relating to financings undertaken in furtherance of the Project, including the Agency’s issuance of the Bonds; and

(iv) a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement (“PILOT Agreement”), pursuant to which the Company would make payments in lieu

of real property taxes to the Agency for the benefit of each municipality having taxing jurisdiction over the Project Facility.

### **III. THE BONDS.**

If the issuance of such Bonds is approved by the Agency, (i) it is intended that interest on such Bonds will be excluded from gross income for federal income tax purposes, pursuant to Section 103(a) of the Code, (ii) the Company shall make payments sufficient to fund debt service on the Bonds and make certain other payments, and (iii) the Bonds will be special limited obligations of the Agency payable solely from certain of the proceeds of the agreement and certain other assets of the Agency pledged to the repayment of the Bonds. It is intended that the Bonds will be issued as exempt facility bonds for a qualified residential rental project pursuant to Section 142(a)(7) of the Code. Under the Code, approval of the issuance of the Bonds by the Franklin County Legislature is necessary under Section 147(f) of the Code in order for the interest on the Bonds to be excluded from gross income for federal income tax purposes.

THE BONDS SHALL NOT BE A DEBT OF THE STATE OF NEW YORK OR ANY POLITICAL SUBDIVISION THEREOF, INCLUDING FRANKLIN COUNTY, AND NEITHER THE STATE OF NEW YORK NOR ANY POLITICAL SUBDIVISION THEREOF, INCLUDING FRANKLIN COUNTY, SHALL BE LIABLE THEREON.

### **IV. SEQRA**

As a component of its final approvals for the Project, the Agency will review the project for proposed Project pursuant to New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 NYCRR Part 617, as amended (collectively referred to as "SEQRA").

### **IV. COMMENTS**

None.

Public Hearing was recessed at 5:17 pm and resumed at 5:22 pm.

### **V. ADJOURNMENT**

Jeremy Evans closed the hearing at 5:23 P.M.

# 2021-09-08 IDA Resolution 2021-20 Church St NY LLC Project Authorizing and Bond Resolution

Final Audit Report

2021-09-12

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