

MINUTES OF REGULAR CAUCUS MEETING – February 26, 2018

Minutes of Scheduled Caucus Meetings of the Board of Commissioners of the Housing Authority of the Town of West New York, in the County of Hudson, State of New Jersey held in the office of the Housing Authority at 6100 Adams Street, West New York, New Jersey 07093 on December 18, 2017.

Secretary Robert DiVincent called the scheduled meeting to order at 7:30 p.m.

ADEQUATE NOTICE OF THIS SCHEDULED MEETING HAS BEEN PROVIDED BY WAY OF THE SCHEDULED CAUCUS MEETINGS, SCHEDULED REGULAR MEETING, AND THE ANNUAL RE-ORGANIZATIONS MEETINGS DATED DECEMBER 19, 2016 POSTED ON THE BULLETIN BOARD, FORWARDED TO THE JERSEY JOURNAL, THE BERGEN RECORD, EL ESPECIALITO, AND THE CLERK OF THE TOWN OF WEST NEW YORK.

All Commissioners were present with the exception of Commissioners Alcantara, Parkinson and Rivera.

Mr. DiVincent referred to item #3 – Minutes of previous schedule meeting dated January 22, 2018 asking if there were any corrections, additions, comments or questions.

Mr. DiVincent then referred to items #4 through #6 – Claims–General Fund Program, Capital Fund Program and Section 8/WTW Program, asking if there were any corrections, additions, comments or questions. There were none.

With regard to Item # 7 New Business

Resolution No. 2018-008 Resolution of the Housing Authority of the Town of West New York, in the county of Hudson, reapproving the terms of a property leasing and management agreement with the West New York Housing Corporation.

Resolution No. 2018-009 Resolution of the West New York Housing Authority authorizing the executive director to publicly advertise for and solicit bids for construction of improvements under Hud’s rental assistance demonstration program and further authorizing RSC Architects to prepare the necessary bid specifications.

Resolution No. 2018-010 Resolution of the Housing Authority of the Town of West New York, in the county of Hudson, approving the terms of a property leasing and management agreement with the West New York Housing Corporation [family rad]

Resolution No. 2018-011 Omnibus resolution of the Housing Authority of the Town of West New York, inter alia, ratifying and confirming prior actions and authorizations undertaken with respect to the conversion of its publicly assisted housing to the rental assistance demonstration project administered by the U.S. Department of Housing and Urban Development.

Resolution No. 2018-012 Resolution authorizing the issuance and sale by the Housing Authority of the Town of West New York of one series of a housing revenue bond (rental assistance demonstration project) (family), series 2018, in a principal amount not to exceed \$5,500,000, and authorizing and approving the execution and delivery of agreements and related instruments and determining other matters in connection therewith.

Mr. DiVincent informed the Board that renovations at Kennedy Towers are complete. Also that senior building back doors will lock at 5:00 p.m. until 8:00 a.m. in order to control unwanted guest. Security guards will have a log in book to keep records of everyone entering the building.

At this time Vice-Chairperson Roque made a motion to adjourn and Commissioner Fuentes seconded.

Meeting adjourned at 7:37 p.m.

Respectfully Submitted,

Robert A. DiVincent,
Secretary

MINUTES OF REGULAR MEETING FEBRUARY 26, 2018

Minutes of Scheduled Regular Meeting of the Board of Commissioners of the Housing Authority of the Town of West New York, in the County of Hudson, State of New Jersey held in the office of the Housing Authority at 6100 Adams Street, West New York, New Jersey 07093 on December 18, 2017.

Secretary Robert DiVincent called the meeting to order at 8:00 p.m.

ADEQUATE NOTICE OF THIS SCHEDULED MEETING HAS BEEN PROVIDED BY WAY OF THE SCHEDULED CAUCUS MEETING, SCHEDULED REGULAR MEETING AND THE ANNUAL RE-ORGANIZATION MEETING DATED DECEMBER 19, 2016 POSTED ON THE BULLETIN BOARD, FORWARDED TO THE JERSEY JOURNAL, THE BERGEN RECORD, EL ESPECIALITO, THE CLERK OF THE TOWN OF WEST NEW YORK

Saluted the Flag

The roll was called as follows:

PRESENT: Commissioner Fernandez, Commissioner Fuentes, Vice-Chairperson Roque and Commissioner Scheurle

ABSENT: Commissioner Alcantara, Chairman Parkinson and Commissioner Rivera

At this time Mr. DiVincent referred to item # 3 - Minutes of Previous schedule meeting dated January 22, 2018.

Board was asked to approve as presented. Said motion was made by Vice-Chairperson Roque and seconded by Commissioner Fernandez. The roll was called as follows:

YEAS: Commissioner Fernandez, Commissioner Fuentes, Vice-Chairperson Roque and Commissioner Scheurle

NAYS: None

At this time Mr. DiVincent referred to items #4– Claims – General Fund, #5– Claims – Capital Fund Program #6 – Claims – Section 8 Voucher Program. Asking for a motion to accept as presented. Said motion was made by Vice-Chairperson Roque and seconded Commissioner Fuentes. The roll was called as follows:

YEAS: Commissioner Fernandez, Commissioner Fuentes, Vice-Chairperson Roque and Commissioner Scheurle

NAYS: None

At this time Mr. DiVincent referred to Item #7

At this time Resolution No. 2018-008 was read as follows:

WHEREAS, THE WEST NEW YORK HOUSING AUTHORITY (hereinafter ‘Authority’) is a public body, duly formed under the LOCAL REDEVELOPMENT AND HOUSING LAW, L. 1992, C. 79 as amended (Chapter 12A-1 of Title 40A of the New Jersey Statutes Annotated) and possesses the power set forth therein; and

RESOLUTION OF THE HOUSING AUTHORITY OF THE TOWN OF WEST NEW YORK, IN THE COUNTY OF HUDSON, REAPPROVING THE TERMS OF A PROPERTY LEASING AND MANAGEMENT AGREEMENT WITH THE WEST NEW YORK HOUSING CORPORATION

WHEREAS, the Housing Authority of the Town of West New York, in the County of Hudson (the “Authority”), a public housing agency as defined in the United States Housing Act of 1937, 42 U.S.C. 1437a(b)(6) (“PHA”) with a Section 8 Annual Contributions Contract (“ACC”) with the United States Department of Housing and Urban Development (“HUD”), is the fee simple owner of affordable senior residential rental public housing projects located at the following addresses: 6300 Adams Street, West New York, NJ (McGowan Building), Block 157, Lot 1.02; 5800 Jefferson Street, West New York, NJ (Otis Gardens), Block 129, Lot 33; 6100 Adams Street, West New York, NJ (Franklin Delano Roosevelt Building), Block 147, Lot 1; and 430 62nd Street, West New York, NJ (Kennedy Towers), Block 34, Lot 7 (the “Projects”); and

WHEREAS, the Authority received a RAD Conversion Commitment (“RCC”), dated April 7, 2017 and as amended and extended to the date hereof, from HUD to convert the Projects to Authority owned and operated senior affordable housing under the Rental Assistance Demonstration Program, P.L. 112-55 (2012) (“RAD”; implemented through Notice PIH 2012-32), administered by HUD; and

WHEREAS, the Authority proposes to convert funding to project-based voucher (“PBV”) assistance under the RAD Program (codified at 42 U.S.C. 1437f(o)(13) and implemented at 24 CFR Part 983), and in connection therewith is required to enter into PBV Housing Assistance Payment (“HAP”) contracts and Rental Assistance Demonstration Use Agreements (“RAD Use Agreement”) with respect to the Projects; and

WHEREAS, the “Rental Assistance Demonstration Project (RAD) Quick Reference Guide for Public Housing Projects Converting to Project-Based Voucher (PBV) Assistance, Department of Housing and Urban Development (HUD), October 2014”, at Sections 2 and 3, provides that (i) the RAD PBV HAP contract must be signed by the owner of the project and the PHA administering the PBV assistance, acting as a contract administrator, (ii) the contract administrator and the owner cannot be the same legal entity, and (iii) the PHA must hire an independent entity, approved by HUD, to perform the housing quality standards (“HQS”) inspections and render reasonableness determinations (24 CFR Sec. 983.59); and

WHEREAS, where a PHA is the fee owner of a project, HUD allows the PHA to contract with an affiliated entity to lease and manage the project and to assume the obligations of the “owner” (“HAP Owner”) under the RAD PBV HAP contract, and also requires that such affiliated entity execute a RAD Use Agreement in the capacity as an owner; and

WHEREAS, the West New York Housing Corporation (the “WNYHC”) is an organization exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, as an organization described in Section 501(c)(3) of the Code; and

WHEREAS, per Authority Resolution no. 2017-009, adopted by the Authority’s Board of Commissioners on May 22, 2017, the Authority appointed the WNYHC as its agent for the leasing and management of the Projects, to assume the obligations as HAP Owner under each RAD PBV HAP contract with respect to the Projects, and to enter into each RAD Use Agreement, and per WNYHC Resolution no. 2017-001, adopted by the WNYHC’s Board of Trustees on June 19, 2017, the WNYHC accepted such appointment and assumed such obligations; and

WHEREAS, since said appointment, Special Counsel has recommended certain revisions to the form of Property Leasing and Management Agreement as between the Authority and the WNYHC, setting forth the terms and conditions of the leasing and management services of the Projects; and

WHEREAS, the Authority now desires to approve the terms and conditions of a revised Property Leasing and Management Agreement with the WNYHC (the “Agreement”), in substantially the form attached hereto as Exhibit A.

NOW THEREFORE BE IT RESOLVED by the Board of Commissioners of the West New York Housing Authority of the Town of West New York, New Jersey, as follows:

1. The Authority hereby reappoints the WNYHC as its agent for the leasing and management of the Projects, to assume the obligations as HAP Owner under the each RAD PBV HAP contract, and to enter into each RAD Use Agreement, in accordance with the terms of the Agreement, as revised.

2. The Authority hereby reapproves the terms of the Agreement, as revised, in substantially the form attached hereto as Exhibit A, with such revisions as approved by Special Counsel, and authorizes the execution and delivery of such Agreement by the Chairman, Executive Director and Secretary of the Authority, as applicable.

Mr. DiVincent asked if there were any questions, there were none. Since there were none, he asked for a motion to approve. Said motion was made by Commissioner Fuentes and seconded by Commissioner Fernandez. The roll was called as follows:

YEAS: Commissioner Fernandez, Commissioner Fuentes, Vice-Chairperson Roque and Commissioner Scheurle

NAYS: None

At this time Resolution No. 2018-009 was read as follows:

WHEREAS, THE WEST NEW YORK HOUSING AUTHORITY (hereinafter ‘Authority’) is a public body, duly formed under the LOCAL REDEVELOPMENT AND HOUSING LAW, L. 1992, C. 79 as amended (Chapter 12A-1 of Title 40A of the New Jersey Statutes Annotated) and possesses the power set forth therein; and

RESOLUTION OF THE WEST NEW YORK HOUSING AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO PUBLICLY ADVERTISE FOR AND SOLICIT BIDS FOR CONSTRUCTION OF IMPROVEMENTS UNDER HUD’S RENTAL ASSISTANCE DEMONSTRATION PROGRAM AND FURTHER AUTHORIZING RSC ARCHITECTS TO PREPARE THE NECESSARY BID SPECIFICATIONS

WHEREAS, the West New York Housing Authority (hereinafter, the “Authority”) is a public body, duly formed under the Local Redevelopment and Housing Law, L. 1992, c. 79, as amended (N.J.S.A. 40A:12A-1 et seq.) and possesses the powers set forth therein; and

WHEREAS, the Authority is the fee simple owner of affordable residential senior housing projects located at the following addresses: 6300 Adams Street, West New York, NJ, Block 157, Lot 1.02 (McGowan); 5800 Jefferson Street, West New York, NJ, Block 129, Lot 33 (Otis Gardens); 6100 Adams Street, West New York, NJ, Block 147, Lot 1 (Franklin Delano Roosevelt); and 430 62nd Street, West New York, NJ, Block 34, Lot 7 (Kennedy Towers) (collectively, the “Projects”); and

WHEREAS, the Authority received a RAD Conversion Commitment (“RCC”), dated April 7, 2017, as amended, from the United States Department of Housing and Urban Development (“HUD”) to convert the Projects from public housing to Project-Based Section 8 Housing under HUD’s Rental Assistance Demonstration (“RAD”) Program; and

WHEREAS, as part of its RAD Program conversion, the Authority will also be undertaking various capital improvements at the Projects (the “Improvements”); and

WHEREAS, the Authority will be publicly bidding the work required to implement the Improvements; and

WHEREAS, the Authority desires to authorize its Executive Director to proceed with the bidding process for the Improvements and to further authorize RSC Architects to assist the Executive Director with the preparation of such documents and specifications as shall be required to publicly bid the work required to implement the Improvements.

NOW THEREFORE BE IT RESOLVED by the Board of Commissioners of the West New York Housing Authority of the Town of West New York, New Jersey, as follows:

1. The Authority hereby authorizes its Executive Director to proceed with the bidding process for the Improvements to be undertaken at the Projects in connection with the RAD Program conversion of the Projects.
2. The Authority further authorizes RSC Architects to assist the Executive Director with the preparation of such documents and specifications as shall be required to publicly bid the work required to implement the Improvements.

Mr. DiVincent asked if there were any questions, there were none. Since there were none, he asked for a motion to approve. Said motion was made by Commissioner Fuentes and seconded by Commissioner Fernandez. The roll was called as follows:

YEAS: Commissioner Fernandez, Commissioner Fuentes, Vice-Chairperson Roque and Commissioner Scheurle

NAYS: None

At this time Resolution No. 2018-010 was read as follows:

WHEREAS, THE WEST NEW YORK HOUSING AUTHORITY (hereinafter ‘Authority’) is a public body, duly formed under the LOCAL REDEVELOPMENT AND HOUSING LAW, L. 1992, C. 79 as amended (Chapter 12A-1 of Title 40A of the New Jersey Statutes Annotated) and possesses the power set forth therein; and

RESOLUTION OF THE HOUSING AUTHORITY OF THE TOWN OF WEST NEW YORK, IN THE COUNTY OF HUDSON, APPROVING THE TERMS OF A PROPERTY LEASING AND MANAGEMENT AGREEMENT WITH THE WEST NEW YORK HOUSING CORPORATION [FAMILY RAD]

WHEREAS, the Housing Authority of the Town of West New York, in the County of Hudson, a public housing agency as defined in the United States Housing Act of 1937 (the “1937 Act”), 42 U.S.C. 1437a(b)(6) (“PHA”) with a Section 8 Annual Contributions Contract (“ACC”) with the United States Department of Housing and Urban Development (“HUD”), is the fee simple owner of affordable family residential rental public housing projects located at the following addresses: 5800 Park Avenue, West New York, NJ 07093 (Park Gardens East), Block 58, Lot 5; 508 52nd Street, West New York, NJ 07093 (Sunshine Gardens), Block 109, Lot 12; 401-425 50th Street, West New York, NJ 07093 (Palisade Gardens), Block 106, Lots 3 and 4; and 590 62nd Street, West New York, NJ 07093 (Joseph Pizzuto Building), Block 157, Lot 1.01 (the “Projects”); and

WHEREAS, the Authority received a RAD Conversion Commitment (“RCC”), dated September 15, 2017 and as amended and extended to the date hereof, from HUD to convert the Projects to Authority owned and operated family affordable housing under the Rental Assistance Demonstration Program, P.L. 112-55 (2012) (“RAD”; implemented through Notice PIH 2012-32), administered by HUD; and

WHEREAS, the Authority proposes to convert funding to project-based voucher (“PBV”) assistance under the RAD Program (codified at 42 U.S.C. 1437f(o)(13) and implemented at 24 CFR Part 983), and in connection therewith is required to enter into PBV Housing Assistance Payment (“HAP”) contracts and Rental Assistance Demonstration Use Agreements (“RAD Use Agreement”) with respect to the Projects; and

WHEREAS, the “Rental Assistance Demonstration Project (RAD) Quick Reference Guide for Public Housing Projects Converting to Project-Based Voucher (PBV) Assistance, Department of Housing and Urban Development (HUD), October 2014”, at Sections 2 and 3, provides that (i) the RAD PBV HAP contract must be signed by the owner of the project and the PHA administering the PBV assistance, acting as a contract administrator, (ii) the contract administrator and the owner cannot be the same legal entity, and (iii) the PHA must hire an independent entity, approved by HUD, to perform the housing quality standards (“HQS”) inspections and render reasonableness determinations (24 CFR Sec. 983.59); and

WHEREAS, where a PHA is the fee owner of a project, HUD allows the PHA to contract with an affiliated entity to lease and manage the project and to assume the obligations of the “owner” (“HAP Owner”) under the RAD PBV HAP contract, and also requires that such affiliated entity execute a RAD Use Agreement in the capacity as an owner; and

WHEREAS, the West New York Housing Corporation (the “WNYHC”) is an organization exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, as an organization described in Section 501(c)(3) of the Code; an

WHEREAS, the Authority desires to appoint the WNYHC as its agent for the leasing and management of the Projects, to assume the obligations as HAP Owner under each RAD PBV HAP contract, to enter into each RAD Use Agreement, and to oversee and manage a certain construction contract pertaining to the Capital Repairs being set forth and described in the RCC to be undertaken to the Projects, and the WNYHC hereby accepts such appointment and assumes such obligations via reciprocal Resolution adopted by the WNYHC; and

WHEREAS, the Authority desires to approve the terms and conditions of a Property Leasing and Management Agreement with the WNYHC (the "Agreement"), in substantially the form attached hereto as Exhibit A.

NOW THEREFORE BE IT RESOLVED by the Board of Commissioners of the Housing Authority of the Town of West New York, in the County of Hudson, as follows:

1. The Authority hereby appoints the WNYHC as its agent for the leasing and management of the Projects, to assume the obligations as HAP Owner under the each RAD PBV HAP contract, to enter into each RAD Use Agreement, and to oversee and manage the construction contract pertaining to the Capital Repairs to be undertaken to the Projects, in accordance with the terms of the Agreement.
2. The Authority hereby approves the terms of the Agreement in substantially the form attached hereto as Exhibit A, with such revisions as approved by Special Counsel, and authorizes the execution and delivery of such Agreement by the Chairman, Executive Director and Secretary of the Authority, as applicable.

Mr. DiVincent asked if there were any questions, there were none. Since there were none, he asked for a motion to approve. Said motion was made by Commissioner Fuentes and seconded by Commissioner Fernandez. The roll was called as follows:

YEAS: Commissioner Fernandez, Commissioner Fuentes, Vice-Chairperson Roque and Commissioner Scheurle

NAYS: None

At this time Resolution No. 2018-011 was read as follows:

WHEREAS, THE WEST NEW YORK HOUSING AUTHORITY (hereinafter "Authority") is a public body, duly formed under the LOCAL REDEVELOPMENT AND HOUSING LAW, L. 1992, C. 79 as amended (Chapter 12A-1 of Title 40A of the New Jersey Statutes Annotated) and possesses the power set forth therein; and

OMNIBUS RESOLUTION OF THE HOUSING AUTHORITY OF THE TOWN OF WEST NEW YORK, INTER ALIA, RATIFYING AND CONFIRMING PRIOR ACTIONS AND AUTHORIZATIONS UNDERTAKEN WITH RESPECT TO THE CONVERSION OF ITS PUBLICLY ASSISTED HOUSING TO THE RENTAL ASSISTANCE DEMONSTRATION PROJECT ADMINISTERED BY THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT

WHEREAS, the Housing Authority of the Town of West New York, in the County of Hudson, New Jersey (the "Authority") desires to convert 433 of its publicly assisted housing to the Rental Assistance Demonstration Program, P.L. 112-55 (2012) ("RAD"), and received from the U.S. Department of Housing and Urban Development ("HUD") a RAD Conversion Commitment dated April 10, 2017, as subsequently amended from time to time (the "RCC"), such housing facilities located at (i) 6100 Adams Street, West New York, NJ 07093, Block 147, Lot 1 ("F.D.R."), (ii) 6300 Adams Street, West New York, NJ 07093, Block 157, Lot 1 ("McGowan"), (iii) 5800 Jefferson Street, West New York, NJ 07093, Block 129, Lot 33 ("Otis Gardens"), and (iv) 430 62nd Street, West New York, NJ 07093, Block 34, Lot 7 ("Kennedy Towers", and collectively with F.D.R., McGowan and Otis Gardens, the "Projects"); and

WHEREAS, the Authority submitted an application to the Local Finance Board (the "LFB") to obtain positive findings on a proposed financing in the amount of \$4,200,000 Housing Revenue Bond of the Authority (the "Financing") and received a resolution from the LFB (the "LFB Resolution") evidencing receipt of such positive findings for the Financing; and

WHEREAS, the Board of Commissioners of the Authority (the “Board”) adopted a resolution on November 21, 2016 (i) accepting the terms and conditions of a proposal by Lakeland Bank (the “Bank”) with respect to the Financing, (ii) authorizing and directing the Authorized Officers (defined below) of the Authority to approve execute and deliver a commitment with the Bank, and (iii) authorizing and directing the Authorized Officers to approve, execute and deliver all agreements, documents and certificates necessary to effectuate the terms of such commitment without further ratification or approval of the Board (the “Financing Resolution”); and

WHEREAS, pursuant to the Financing Resolution, the Executive Director executed a loan commitment in an amount not to exceed \$4,200,000 (the “Loan”) with the Bank dated May 2, 2017 (the “First Commitment”) to undertake the Financing; and

WHEREAS, the Board adopted a resolution on April 20, 2017 (i) authorizing the issuance of its housing revenue bond in an amount not to exceed \$4,200,000 (the “Bond”) to evidence the Loan from the Bank, such Bond proceeds being applied to, inter alia, fund capital repairs, capital replacement reserves, defease outstanding debt of the Authority and pay costs of issuance, and (ii) authorizing the execution and delivery of such documents, certificates and agreements (including an escrow deposit agreement) to effectuate and evidence its obligations with respect to the Loan from the Bank (the “Bond Resolution”); and

WHEREAS, due to unforeseen delays, the transaction did not close in 2017 and the First Commitment expired on October 20, 2017; and

WHEREAS, the Authority received a new commitment for the Loan from the Bank dated February 6, 2018 which shall expire on March 16, 2018 (the “2018 Commitment”); and

WHEREAS, the Authority desires to ratify and confirm the approvals of the terms of the Financing set forth in the Financing Resolution and the Bond Resolution; and

WHEREAS, the Authority desires to approve the terms and conditions of the RCC and any extensions thereto through March 16, 2018 (the “Amended and Extended RCC”); and

WHEREAS, the Authority desires to approve the terms and conditions of the 2018 Commitment and the Amended and Extended RCC, both of which may be further amended from time to time to the date of closing of the RAD conversion transaction, and to authorize the approval of and the execution and delivery of such documents and agreements by the authorized officers of the Authority, defined as the Executive Director, Chairman, Vice Chairman and Secretary (collectively, the “Authorized Officers”); and

WHEREAS, as a result of the foregoing, the Authority further desires to ratify and confirm the prior approvals described in the recitals above (the “Prior Approvals”), authorize additional approvals and also to ratify and confirm its undertaking of the conversion of its public housing to the RAD Program.

NOW THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the West New York Housing Authority, no less than a majority of the members affirmatively concurring, as follows:

1. The Authority hereby ratifies and confirms its prior approval authorizing the conversion of its public housing to the RAD Program and all Prior Approvals (to the extent that there is no inconsistency or conflict between the terms and conditions of the Prior Approvals and the 2018 Commitment and the Amended and Extended RCC), including the terms and conditions thereof, as if such terms and conditions of such Prior Approvals and documents related thereto were fully set forth at length herein. To the extent of any such inconsistency, such inconsistencies are severable and the terms and conditions of the 2018 Commitment and the Amended and Extended RCC shall control.

2. The Authority hereby approves the terms and conditions of the 2018 Commitment and the Amended and Extended RCC and authorizes and directs the Authorized Officers of the Housing Authority, nunc pro tunc, to execute and deliver the 2018 Commitment and the Amended and Extended RCC and any amendments or extensions thereto to the date of closing, and the execution of such documents and agreements by such Authorized Officers shall be conclusive evidence of such approval. The provisions of the 2018 Commitment and the Amended and Extended RCC are incorporated by reference herein.
3. The Authority hereby authorizes and directs the Authorized Officers to approve, execute and deliver such certificates, agreements and documents required to effectuate the transactions contemplated by the Prior Approvals and this resolution, such documents, certificates and agreements containing the updated terms and conditions set forth in the 2018 Commitment and the Amended and Extended RCC, as applicable. The execution and delivery of such documents by such Authorized Officers, with such revisions and amendments as are necessary to effectuate the RAD conversion of the Projects and the Financing, upon the recommendations of Special RAD Counsel and its consultants, shall be conclusive evidence of such approval and no further Board action is required to authorize, approve or ratify the approval or execution of such documents.
4. The Authority hereby authorizes and directs the Authorized Officers to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper to effectuate the defeasance of debt necessary to effectuate the RAD conversion of the Projects, and the Authority hereby ratifies and confirms all approvals and authorizations contained in the Bond Resolution related thereto.
5. The Authority hereby ratifies and confirms its adoption of the Financing Resolution and the Bond Resolution and authorizes and directs the Authorized Officers to approve, execute and deliver the Bond and any other loan document consistent with the terms and conditions and financing parameters contained in the 2018 Commitment, to wit: (i) the term of the Loan (the "Term") shall be twenty (20) years from the first day of the month following the closing of the Loan, and the Loan will be payable in monthly installments and one (1) final balloon payment according to a thirty (30) year amortization schedule; (ii) during the first ten (10) years of the Term, the interest rate payable on the Bond shall be fixed at a rate not to exceed four and one hundred twenty-five thousandths per centum (4.125%) per annum (the "Initial Interest Rate"); (iii) the Initial Interest Rate of the Bond shall change on the tenth (10th) anniversary of the closing date of the Loan and such change will be equal to the federal tax exempt equivalent of two and fifty hundredths per centum (2.50%) per annum in excess of the then prevailing 10/20 year Federal Home Loan Bank of New York Amortizing Advance Rate rounded up to the nearest 0.125% (the "Index"), and if the Index is no longer available for reference, the Bank will substitute the comparable Federal Reserve Bank interest rate to the Index and will provide the Authority with notice of a change in the Index; and (iv) in no event shall the interest paid on the Bond ever be less than four and one hundred twenty-five thousandths per centum (4.125%) per annum, and the interest rate adjustment on the tenth (10th) anniversary date of the Closing Date (as defined in the 2018 Commitment) shall not exceed a maximum increase of 3.50% over the preceding ten (10) year interest rate. The Bond shall be subject to prepayment upon the terms and conditions set forth in the 2018 Commitment. The execution and delivery of such documents by such Authorized Officers, with such revisions and amendments as are necessary to effectuate the RAD conversion of the Projects and the Financing, upon the recommendations of Special RAD Counsel and its consultants, shall be conclusive evidence of such approval and no further Board action is required to authorize, approve or ratify the approval or execution of such documents.

Mr. DiVincent asked if there were any questions, there were none. Since there were none, he asked for a motion to approve. Said motion was made by Commissioner Fuentes and seconded by Commissioner Fernandez. The roll was called as follows:

YEAS: Commissioner Fernandez, Commissioner Fuentes, Vice-Chairperson Roque and Commissioner Scheurle

NAYS: None

At this time Resolution No. 2018-012 was read as follows:

WHEREAS, THE WEST NEW YORK HOUSING AUTHORITY (hereinafter ‘Authority’) is a public body, duly formed under the LOCAL REDEVELOPMENT AND HOUSING LAW, L. 1992, C. 79 as amended (Chapter 12A-1 of Title 40A of the New Jersey Statutes Annotated) and possesses the power set forth therein; and

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY THE HOUSING AUTHORITY OF THE TOWN OF WEST NEW YORK OF ONE SERIES OF A HOUSING REVENUE BOND (RENTAL ASSISTANCE DEMONSTRATION PROJECT) (FAMILY), SERIES 2018, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$5,500,000, AND AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF AGREEMENTS AND RELATED INSTRUMENTS AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the Town of West New York (the ‘‘Authority’’ or the ‘‘Housing Authority’’) is a public body corporate and politic, constituting an agency and instrumentality of the Town of West New York (the ‘‘Town’’), County of Hudson, State of New Jersey, created by the Town pursuant to the provisions of the Housing Authorities Law, Chapter 67 of the Pamphlet Laws of 1950, codified at N.J.S.A. 55:14A-1 *et seq.*, repealed and replaced by the Local Redevelopment and Housing Law, under Chapter 79 of the Pamphlet Laws of 1992, as amended and supplemented, and codified at N.J.S.A. 40A:12A-1 *et seq.* (the ‘‘Act’’); and

WHEREAS, the Authority owns and operates 281 residential rental public housing units (the ‘‘Housing Projects’’), for which it has received approval from the United States Department of Housing and Urban Development (‘‘HUD’’) to convert to Authority owned and operated multifamily housing under the Rental Assistance Demonstration program, P.L. 112-55 (2012) (‘‘RAD’’), administered by HUD;

WHEREAS, the Act authorizes the Authority to issue bonds, notes or other obligations to accomplish its purposes (N.J.S.A. 40A:12A-16(5) and -29);

WHEREAS, in furtherance of the purposes of the Act, and in order to comply with the RAD program, the Authority proposes to issue one series of a bond in a principal amount not to exceed \$5,500,000 (the ‘‘Bond’’) and to apply the proceeds of the Bond (i) to finance capital improvements to and fund replacement reserves for the Housing Projects that are subject to the RAD program and (ii) pay costs of issuance in connection therewith (collectively, the ‘‘Project’’); and

WHEREAS, the Bond, when issued, will be a special and limited obligation of the Authority, and neither the Town, nor any political subdivision thereof (other than the Authority, but solely to the extent of the Trust Estate (as defined in Section 2 hereof)), will be obligated to pay the principal or redemption price of, or interest on, the Bond, and neither the faith and credit nor the taxing power of the Town or any political subdivision thereof will be pledged to the payment of the principal or redemption price of, or interest on, the Bond.

NOW, THEREFORE, BE IT RESOLVED By the Board of Commissioners of The Housing Authority Of The Town Of West New York As Follows:

Section 1. The terms and conditions for the issuance of the Bond as provided in the Commitment (as hereinafter defined) are hereby approved and the Authorized Officers of the Authority (as hereinafter defined) are hereby authorized and directed to execute and deliver such Commitment to the Bank (as hereinafter defined).

Section 2. In order to finance the cost of the Project, one series of a Bond of the Authority is hereby authorized to be issued in a principal amount not to exceed \$5,500,000. The Bond shall be dated, shall bear interest at such rate of interest, and shall be payable as to principal, interest and premium, if any, all as specified in the Commitment (as defined below) such that during the first ten (10) years of the term of the Bonds, the interest rate payable on the Bond shall be a fixed rate equal to four and fifty hundredths per centum (4.50%) per annum (the "Initial Interest Rate") as of the date of the Commitment from Lakeland Bank (the "Bank") to the Authority dated as of February 6, 2018 (the "Commitment"). If the financing does not close by March 16, 2018, the Initial Interest Rate will expire and will be subject to change.

On the tenth anniversary of the closing of the Bond (the "Change Date"), the Initial Interest Rate will reset to the Bank's tax exempt equivalent of 2.50% in excess of the then prevailing Federal Home Loan Bank of New York 10/20 Year Amortizing Advance Rate (the "Change Date Index"), rounded up to the next highest one-eighth of one percent (0.125%). At no time during the term of the Bond, shall the interest rate be less than the initial rate at closing (current indicative interest rate floor as of the date of the Term Sheet is equal to 4.50%). The interest rate adjustment shall be limited to an increase of up to 3.50% over the prior interest rate.

At any time during the Term, the Authority may, from time to time, upon thirty (30) days' prior written notice to the Bank, prepay the principal amount due under the Bonds, in whole or in part by paying, in addition to said principal amount, accrued interest and all other sums due under the Bond, along with a premium equal to:

Year 1 & 11 of the Bond Term:	3.0% of the principal amount prepaid
Year 2 & 12 of the Bond Term:	3.0% of the principal amount prepaid
Year 3 & 13 of the Bond Term:	2.0% of the principal amount prepaid
Year 4 & 14 of the Bond Term:	2.0% of the principal amount prepaid
Year 5 & 15 of the Bond Term:	1.0% of the principal amount prepaid
Years 6 – 10 & 16 – 20 of the Bond Term:	No prepayment fee

Notwithstanding the above, the Authority may prepay up to 10% of the original principal amount each year without incurring a prepayment premium. No prepayment premium shall be due or payable in connection with the application of any insurance or condemnation proceeds to the reduction of the principal balance of the Bond.

The prepayment fee described above shall be paid whenever the Bond is prepaid prior to the Maturity Date, whether voluntary or involuntary, upon acceleration or otherwise. Any prepayment of principal shall be in integral multiples of \$10,000 (or greater), unless the Bond is paid in full. All prepayments shall be applied first to unpaid fees, unpaid interest and then to installments of principal in their inverse order of maturity.

During each year that the Bond remains outstanding, the Authority agrees to comply with the Covenants set forth in Sections 11 through 13 of the Commitment, which shall be contained in the Loan Documents (as hereinafter defined). The Bond shall be issued for a term of twenty (20) years based upon a thirty (30) year amortization schedule. Payments will be made in 240 equal monthly installments of principal and interest with a balloon payment at maturity. The Bond shall be in the form, shall mature, shall have such other details and provisions as are prescribed by the Commitment and contained in the Bond.

Section 3. The Bond shall be a special, limited obligation of the Authority, payable solely out of the moneys derived pursuant to the Mortgage and all such moneys are hereby pledged to the payment of the Bond (the "Trust Estate"). The payment of the principal of, premium, if any, and interest on the Bond shall be secured by a pledge and assignment of revenues and certain rights of the Authority as described in the Commitment and in the loan documents. Neither the members of the Authority nor any person executing the Bond issued pursuant to this Bond Resolution and the Act shall be liable personally on the Bond by reason of the issuance thereof. The Bond shall not be in any way a debt or liability of the State, the County of Hudson, the Town or any political subdivision of any of them, other than the Authority, whether legal, moral or otherwise.

Section 4. The form of the Mortgage and Security Agreement and Assignment of Rents (together with such other documents executed and delivered in connection therewith, collectively, the "Loan Documents"), are hereby authorized to be executed and delivered by the Chairman, Vice Chairman, Executive Director, Secretary or any other authorized officer of the Authority (the "Authorized Officers") and such Authorized Officers are each hereby authorized and directed to execute, acknowledge and deliver the Loan Documents and all instruments attached thereto or contemplated thereby, and other documents reasonably required thereby, the Commitment and hereby, with any changes, insertions and omissions as may be approved by the Chairman, Vice-Chairman, Executive Director or any other authorized officer of the Authority, in consultation with and upon the advice of bond counsel to the Authority ("Bond Counsel") and each such person is hereby authorized and directed to affix the seal of the Authority on the Loan Documents, the Bond and all instruments attached as exhibits thereto or contemplated thereby and attest the same. The execution and delivery of the Loan Documents shall be conclusive evidence of any approval required by this Section.

Section 5. The Authorized officers are hereby authorized and directed to execute and deliver the HUD RAD Use Agreement, the Housing Assistance Payments ("HAP") Contract, and any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper to effectuate the RAD conversion of the Housing Projects.

Section 6. The Bond is hereby authorized to be sold and issued in accordance with the Loan Documents and the Commitment.

Section 7. The Bond, generally in the form and substance required by the Loan Documents with any changes, insertions or omissions that may be approved by any Authorized Officer and all of the terms set forth therein, is hereby approved and is incorporated as part of this Bond Resolution with the same effect as if the entire text thereof were set forth herein in full. Any Authorized Officer is hereby authorized and directed to execute (by manual or facsimile signature), acknowledge and deliver the Bond, with any changes, insertions and omissions as may be approved by such Authorized Officer upon the advice of and in consultation with Bond Counsel. The Secretary or Assistant Secretary or any other officer of the Authority who shall have power to do so under the By-Laws of the Authority and any resolution adopted thereunder is hereby authorized to affix the seal of the Authority on the Bond and attest the same. The execution of the Bond as hereinabove provided shall be conclusive evidence of any approval required by this Section. The Authorized Officers are hereby designated to be the authorized representatives of the Authority, charged by this Bond

Resolution with the responsibility for issuing the Bond and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this Bond Resolution, the Loan Documents, the Commitment and the issuance of the Bond.

Section 8. In the event any one or more of the provisions of this Bond Resolution, the Loan Documents or the Bond issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Bond Resolution or the Loan Documents and the Bond shall be construed and enforced as if such illegal or invalid provision had not been contained therein.

Section 9. Notwithstanding any other provision of this Bond Resolution to the contrary, a Certificate of an Authorized Officer of the Authority, is hereby authorized for execution and delivery by an Authorized Officer of the Authority which Certificate, upon its execution and delivery to the Bank shall determine such matters with respect to the Bond as may be necessary, desirable or convenient for the issuance of the Bond or the implementation of the Project, subject only to this Bond Resolution, the Act and other applicable law, and which Certificate shall only be issued after consultation with Bond Counsel and any other applicable professional advisors of the Authority. The Authorized Officer executing any such Certificate shall keep a copy of this Bond Resolution on file with the Secretary of the Authority for review by any member of the governing body of the Authority or governing body or administration of the Town, and for review by others in accordance with applicable law.

Section 10. The Authorized Officers of the Authority are hereby authorized and directed to execute and deliver such documents, and to take such other action as may be necessary or appropriate in order: (i) to maintain the tax-exempt status of the interest on the Bond (including the hearing or preparation and filing of any reports or other documents with respect to the Bond as may at any time be required under Section 145 and 148 of the Code and any regulations thereunder); and (ii) to otherwise consummate the transactions contemplated hereby.

Section 11. The Secretary or Assistant Secretary of the Authority is hereby authorized and directed to file a certified copy of this Bond Resolution after adoption with the Clerk of the Town.

Mr. DiVincent asked if there were any questions, there were none. Since there were none, he asked for a motion to approve. Said motion was made by Commissioner Fuentes and seconded by Fernandez. The roll was called as follows:

YEAS: Commissioner Fernandez, Commissioner Fuentes, Vice-Chairperson Roque and Commissioner Scheurle

NAYS: None

At this time Mr. DiVincent asked if there were any corrections, additions, comments or questions. There were none.

At this time Vice-Chairperson Roque made a motion to adjourn and Commissioner Fuentes seconded.

Meeting adjourned at 7:37 p.m.

Respectfully Submitted,

Robert A. DiVincent
Secretary