

**WEST NEW YORK HOUSING AUTHORITY
MINUTES SPECIAL MEETING –MAY 10, 2018**

**Minutes of Special 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**

Secretary Robert DiVincent called the meeting to order at 6:00 p.m.

Saluted the Flag

The roll was called as follows:

PRESENT: Chairman Parkinson, Vice-Chairperson Roque (via phone),
Commissioner Fernandez, Commissioner Fuentes (via text), and
Commissioner Scheurle

ABSENT: Commissioner Rueda

Two in audience to observe.

At this time Mr. DiVincent referred to Item #7 –

At this time Commissioner Scheurle requested explanation of the RAD Program.

At this time Resolution No. 2017-024 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 BOARD OF COMMISSIONERS OF
THE WEST NEW YORK HOUSING AUTHORITY, IN THE
COUNTY OF HUDSON, NEW JERSEY CONCERNING
REVIEW OF THE FINDINGS OF THE LOCAL FINANCE
BOARD MADE AT A MEETING OF SAID BOARD ON
FEBRUARY 14, 2018 IN ACCORDANCE WITH THE
PROVISIONS OF N.J.S.A. 40A:5A-7 WITH RESPECT TO A
PROPOSED FINANCING TO PROVIDE FOR THE ISSUANCE
OF OBLIGATIONS OF THE HOUSING AUTHORITY**

WHEREAS, the Local Finance Board, in the Division of Local Government Services, State of New Jersey Department of Community Affairs (the “Local Finance Board”) at a meeting held on February 14, 2018, issued positive findings, a copy of which Findings are attached hereto as **Exhibit A** (the “Findings”), with respect to a financing to be undertaken by the West New York Housing Authority (the “Authority”) in an amount not to exceed \$5,500,000;

WHEREAS, the Findings have been filed with the Secretary of the Authority and a copy of such Findings has been received by each member of the governing body of the Authority;

WHEREAS, N.J.S.A. 40A:5A-7 requires that the governing body of the Authority, within 45 days of receipt of the Findings, shall certify by resolution to the Local Finance Board that each member thereof has personally reviewed such findings and recommendations;

WHEREAS, each member of the governing body of the Authority has personally reviewed the Findings, as evidenced by a Group Affidavit which has been signed by a majority of the full membership of the governing body of the Authority in the form prescribed by the Local Finance Board (the “Group Affidavit”);

WHEREAS, failure to comply with this requirement may subject the members of the Authority to the penalty provisions of N.J.S.A. 52:27BB-52; and

WHEREAS, the Commissioners of the Authority desire to adopt this resolution acknowledging the Findings.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE WEST NEW YORK HOUSING AUTHORITY, IN THE COUNTY OF HUDSON, NEW JERSEY, AS FOLLOWS

Section 1. Each Commissioner of the Authority, having personally reviewed the Findings, is hereby authorized to execute the Group Affidavit to such effect set forth in **Exhibit B** attached hereto.

Section 2. After execution of the Group Affidavit, the Authority will have complied with the requirements of N.J.S.A. 40A:5A-7 with respect to the Findings; accordingly, the Authority does hereby severally authorize and direct the Clerk of the Authority or DeCotiis, FitzPatrick, Cole & Giblin, LLP, bond counsel to the Authority, to submit to the Local Finance Board a certified copy of this resolution and such fully authorized and executed Group Affidavit evidencing the Authority's compliance therewith.

Section 3. This resolution shall take effect immediately upon adoption.

CERTIFICATE

I, Robert A. DiVincent, Secretary of the Board of Commissioners of the Township West New York Housing Authority, in the County of Hudson, New Jersey, HEREBY CERTIFY that the foregoing resolution entitled **"RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE WEST NEW YORK HOUSING AUTHORITY, IN THE COUNTY OF HUDSON, NEW JERSEY CONCERNING REVIEW OF THE FINDINGS OF THE LOCAL FINANCE BOARD MADE AT A MEETING OF SAID BOARD ON FEBRUARY 14, 2018 IN ACCORDANCE WITH THE PROVISIONS OF N.J.S.A. 40A:5A-7 WITH RESPECT TO A PROPOSED FINANCING TO PROVIDE FOR THE ISSUANCE OF OBLIGATIONS OF THE HOUSING AUTHORITY"** was duly adopted on May 10th, 2018 at a meeting of said Commissioners, duly called and held in accordance with the Open Public Meetings Act and at which a quorum was present and acting throughout and such resolution has not been amended, supplemented, superseded or repealed but remains in full force and effect on the date hereof, and said foregoing resolution is a true, complete and correct copy thereof.

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 Vice-Chairperson Roque and seconded by Commissioner Fernandez and Commissioner Scheurle. The roll was called as follows:

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

ABSENT: Commissioner Rueda

At this time Resolution No. 2017-025 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, APPROVING, RATIFYING AND CONFIRMING PRIOR ACTIONS AND AUTHORIZATIONS UNDERTAKEN WITH RESPECT TO THE CONVERSION OF ITS PUBLICLY ASSISTED FAMILY 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"), 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 family 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 pursuant to a RAD Conversion Commitment dated September 15, 2017, as amended, revised and extended to the date hereof; 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 \$5,500,000 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 bond resolution on February 26, 2018 (i) accepting the terms and conditions of a commitment dated February 6, 2018 (the “Commitment”) 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 the Commitment with the Bank, (iii) authorizing the issuance of its housing revenue bond in an amount not to exceed \$5,500,000 (the “Bond”) to evidence the Loan from the Bank, such Bond proceeds being applied, together with available money of the Authority, to, inter alia, fund capital repairs, capital replacement reserves and pay costs of issuance, and (iv) authorizing the execution and delivery of such documents, certificates and agreements (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 by March 16, 2018; and

WHEREAS, the Commitment expired March 16, 2018; and

WHEREAS, prior to its expiration, the Bank extended the Commitment to May 15, 2018 (the “Extended Commitment”); and

WHEREAS, the Financing and the RAD conversion will not close by May 15, 2018 due to HUD delays; and

WHEREAS, on May 3, 2018 the Authority has requested and the Bank has extended the Extended Commitment to May 17, 2018 (the “May Extended Commitment”) upon the same terms and conditions contained in the Commitment as extended to May 15, 2018; and

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

WHEREAS, the Authority desires to ratify and confirm the terms and conditions of the RCC and any revisions, amendments and extensions thereto (the “Amended and Extended RCC”); and

WHEREAS, the Authority desires to approve the terms and conditions of the Extended Commitment, the May Extended Commitment and the Amended and Extended RCC, which may be further amended from time to time until 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 Extended Commitment, the May Extended 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 Commitment, the Extended Commitment, the May Extended Commitment and the Amended and Extended RCC shall control.
2. The Authority hereby approves the terms and conditions of the Extended Commitment, the May Extended 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 Extended Commitment, the May Extended 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 Commitment, the Extended Commitment, the May Extended 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 Extended Commitment, the May Extended 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 Housing 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 RAD conversion of the Housing 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 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 Commitment, the Extended Commitment and the May Extended 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 fifty hundredths per centum (4.50%) 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 fifty hundredths per centum (4.50%) per annum, and the interest rate adjustment on the tenth (10th) anniversary date of the Closing Date (as defined in the 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 Commitment, the Extended Commitment and the May Extended 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 Housing Projects and the Bond Resolution, 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.
6. This resolution shall take effect immediately upon adoption.

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 Vice-Chairperson Roque and seconded by Commissioner Fernandez and Commissioner Scheurle. The roll was called as follows:

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

ABSENT: Commissioner Rueda

Respectfully Submitted,

Robert A. DiVincent
Secretary