NEW YORK STATE PUBLIC AUTHORITIES CONTROL BOARD

RESOLUTION No. 19-HF-794

APPROVING A SPECIFIED PROJECT OF THE HOUSING FINANCE AGENCY
(Affordable Housing Revenue Bonds - Meadows at Middle Settlement
Phase II)

WHEREAS, the New York State Public Authorities Control Board
("PACB"), created pursuant to Chapter 38, Laws of 1976, as amended,
is empowered by Section 51 of the Public Authorities Law to receive
applications from designated public benefit corporations, including
the Housing Finance Agency ("HFA"), for approval of the acquisition,
rehabilitation, construction or financing of any project proposed
by any such public benefit corporation; and

WHEREAS, the PACB has duly received an application from the
HFA for approval to fund the demolition of 64 units of dilapidated
and flood-impacted senior Mitchell-Lama rental housing and the new
construction of approximately 102 units for seniors age 55 or older,
where all units are expected to be set aside for households at or
below 80% of the area median income adjusted for family size for
Utica-Rome, NY MSA, to be known as the Meadows at Middle Settlement
Phase II Project (the "Project"), to be located in the Town of New
Hartford, Oneida County and to be partially financed through the
issuance of bonds in an amount not to exceed $13,000,000; and

WHEREAS, the HFA intends to provide for the financing for the
Project through the issuance of one or more series of fixed-rate or
variable-rate, taxable or tax-exempt bonds in accordance with
applicable provisions of the Internal Revenue Code of 1986, as
amended, with a final maturity of not more than 40 years (the “Bonds”); and

WHEREAS, the Bonds will be issued under the Affordable Housing Revenue Bonds Bond Resolution, adopted by the HFA Members on August 22, 2007, as supplemented (the “Affordable Housing Resolution”); and

WHEREAS, the Loan (as defined below) and other collateral for the Bonds, and the loans and collateral financed or refinanced with proceeds of additional bonds, if any, issued under the Affordable Housing Resolution, may be pledged to secure all bonds outstanding from time to time under the Affordable Housing Resolution; and

WHEREAS, to the extent the Bonds are issued as tax-exempt bonds, such Bonds will require an allocation of the State’s Private Activity Bond Cap; and

WHEREAS, the HFA intends to award the Bonds by either negotiated sale or by a private placement; and

WHEREAS, the HFA expects to finance the Project through a mortgage loan to Meadows Senior Living 2 L.P., with the developer being BCREI New York LLC, a New York limited liability company controlled by Beacon Communities Corp. and Duncan Barrett, who is a principal of Beacon, in the maximum aggregate principal amount of $13,000,000, with the Loan amortizing over not more than 40 years; and
WHEREAS, the total estimated cost of the construction of the Project is approximately $23,432,024 comprised of the requested bond financing, a HCR SHOP subsidy loan or another available HCR subsidy, existing reserves, federal low income housing tax credits, HCR Middle Income Housing Program funds or another available HCR subsidy, NYSERDA funds and a 30 year Payment in Lieu of Taxes (PILOT) agreement from the Town of New Hartford; and

WHEREAS, the Loan will be secured by a letter of credit provided by Key Bank, and the SONYMA Mortgage Insurance Fund will provide insurance during the permanent loan period; and

WHEREAS, if upon final certification of costs of the Project it is determined that the costs of the Project that are eligible for tax-exempt reimbursement are lower than anticipated, requiring the redemption of tax-exempt Bonds previously issued, then the HFA may redeem said amount of the tax-exempt Bonds and issue a like amount of taxable Bonds provided that the aggregate amount of Bonds outstanding at any time does not exceed $13,000,000; and

WHEREAS, a copy of the HFA's application has been duly filed with the Comptroller and he has had an opportunity to comment;

NOW, THEREFORE, BE IT RESOLVED, that PACB approves the Project identified below, in accordance with Section 51 of the Public Authorities Law:
**Project Description**

**Meadows at Middle Settlement Phase II Project**

The new construction of 102 units of senior housing.

(Oneida County)

<table>
<thead>
<tr>
<th>Sources of Funds-Construction</th>
<th>Estimated Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>HFA First Mortgage</td>
<td>$1,560,000</td>
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<tr>
<td>HFA Construction Loan</td>
<td>$9,700,000</td>
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<tr>
<td>HCR Subsidy: SHOP</td>
<td>$6,009,238</td>
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<tr>
<td>HCR Subsidy: MIHP</td>
<td>$1,710,000</td>
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<td>Tax Credit Equity: LIHTC</td>
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<tr>
<td>Existing Reserves Loan</td>
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<tr>
<td>Deferred Developer Fee</td>
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<td><strong>Total Sources</strong></td>
<td><strong>$23,432,024</strong></td>
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<tr>
<th>Sources of Funds-Permanent</th>
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<td>HCR Subsidy: SHOP</td>
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<td>HCR Subsidy: MIHP</td>
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<td>Tax Credit Equity: LIHTC</td>
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<td>NYSERDA</td>
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<td>Existing Reserves Loan</td>
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<td>Deferred Developer Fee</td>
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<td><strong>Total Sources</strong></td>
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<tr>
<th>Uses of Funds</th>
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<tr>
<td>Project Cost</td>
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<tr>
<td>Cost of Issuance</td>
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<td>Bond Issuance Fee</td>
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<td><strong>Total Uses</strong></td>
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</table>

**Maximum Amount of Bonds to be Issued:**
Not to Exceed $13,000,000 Outstanding At Any Time
The resolution shall become effective upon:

1. A determination by the HFA of the availability of Total Development Cost;

2. Receipt of a rating on the Bonds of not less than "A" from any nationally recognized rating agency from which a rating is requested; and

3. The award of Bonds at negotiated sale or private placement at a net interest cost not to exceed 7.50%.

Robert F. Mujica, Jr., Chair
Public Authorities Control Board

Amy Paulin, Member of the Board

Leroy Comrie, Member of the Board

19-HF-794

Date: November 20, 2019
CERTIFICATION

STATE OF NEW YORK
COUNTY OF ALBANY ss.

I, Elyse Young, Secretary of the New York State Public Authorities Control Board, do hereby certify that at a meeting of such Board, held on November 20, 2019, the attached resolution was duly adopted by the unanimous vote of the Members of the Board. The resolution attached is a true copy of the resolution and the certification of the determination made by such resolution and of the signatures thereto of each of the Members of the Board or their duly appointed representatives, the original of which is on file in my office. As of the date of this certification, such resolution has not been modified, superseded, amended or repealed and remains in full force and effect.

In witness thereof I have hereunto set my hand this 20th day of November 2019.

Elyse Young
Secretary

STATE OF NEW YORK
COUNTY OF ALBANY ss.

On this 20th day of November 2019, before me personally came Elyse Young to me known, who, being by me duly sworn, did depose and say that she is the Secretary of the New York State Public Authorities Control Board, that she executed the foregoing certification and that the contents thereof are true.

Brittany N. Glenn
Notary Public, State of New York
No. 01GL6253075
Qualified in Rensselaer County
Commission Expires: 12/19/2019