

4/23/81

Minutes of a Special Meeting of the Town Board of the Town of Riverhead, held in the Town Hall, Riverhead, New York, on Tuesday, April 23, 1981, at 4:07 P.M.

Present: Joseph F. Janoski, Supervisor
Francis E. Menendez, Councilman
Antone Regula, Councilman
John Lombardi, Councilman
Victor Prusinowski, Councilman

Absent None

WAIVER OF NOTICE AND CONSENT OF SPECIAL MEETING

We, the undersigned, being all members of the Town Board of the Town of Riverhead, Suffolk County and State of New York, do hereby waive notice of the time, place, date and purpose of a meeting of the Town Board of the Town of Riverhead, to be held at the Town Hall, Riverhead, New York, at 4:00 P.M. on the 23rd day of April, 1981, and do consent to the holding of such meeting for the purpose of adopting a resolution regarding the Certification of Incorporation of Riverhead Multi-Family Housing Corp. and any other business that may come before the Board.

DATED: April 23, 1981

TOWN BOARD MEMBERS
TOWN OF RIVERHEAD, NEW YORK

Joseph F. Janoski
Supervisor

Francis E. Menendez
Councilman

John Lombardi
Councilman

Antone J. Regula
Councilman

Victor J. Prusinowski
Councilman

RESOLUTIONS

- 206 APPROVING THE CERTIFICATE OF INCORPORATION OF RIVERHEAD MULTI-FAMILY HOUSING CORPORATION UNDER THE NOT-FOR-PROFIT CORPORATION LAW OF THE STATE OF NEW YORK AND CONSENTING TO THE DESIGNATION OF SAID CORPORATION AS AN INSTRUMENTALITY OF THE TOWN OF RIVERHEAD, NEW YORK, FOR THE PURPOSES OF THE UNITED STATES HOUSING ACT OF 1937, AS AMENDED

Councilman Prusinowski offered the following resolution which was seconded by Councilman Lombardi.

WHEREAS, the Town of Riverhead, New York, (the "Town") is (i) a political subdivision of the State of New York (the "State") and (ii) a "public housing agency" under the United States Housing Act of 1937, as amended, and the regulation promulgated thereunder (collectively,

RESOLUTIONS continued
the "Act") by the United States Department of Housing and Urban Development ("HUD"); and

WHEREAS, the Town has found and determined that there exists within the Town a need for "low-income housing projects", as defined in the Act, to alleviate the shortage of decent, safe, and sanitary dwellings for families of low income; and

WHEREAS, pursuant to the Act, an instrumentality of a public housing agency may qualify as a public housing agency; and

WHEREAS, the issuance by a public housing agency of tax exempt obligations in accordance with the Act to finance such low-income housing projects would enhance the financial feasibility thereof; and

WHEREAS, the Town has determined that financing of such low-income housing projects would be facilitated by the issuance of tax exempt obligations of a not-for-profit corporation organized under the Not-For-Profit Corporation Law of the State, as a designated instrumentality of the Town and in accordance with the Act; and

WHEREAS, such instrumentality, upon approval as a public housing agency by HUD, may provide for the construction, financing, operation and maintenance of such low-income housing projects, or cause the same to be provided, all as the Town may approve,

NOW, THEREFORE, BE IT RESOLVED, by the Town Board of the Town of Riverhead, New York, as follows:

Section I. The Town hereby approves the Certificate of Incorporation of Riverhead Multi-Family Housing Corporation (hereinafter referred to as the "Corporation"), a not-for-profit Corporation to be organized pursuant to the provisions of the Not-For-Profit Corporation Law of the State, in the form attached thereto as Exhibit A, subject to the following conditions and limitations:

(a) Any amendment of the Certificate of Incorporation of the Corporation or of the By-Laws in the form adopted by the Corporation shall be subject to approval by the Town and by HUD;

(b) The projected program and projected expenditures of the Corporation, as well as any amendments thereto or revisions thereof and each project undertaken, financed or assisted by the Corporation shall be subject to approval by the Town;

(c) Any debt obligations issued by the Corporation shall be subject to approval of the Town not more than 60 days prior to the date of issue, and any substantive changes to the terms and conditions of the issuance shall also be subject to approval by the Town prior to such date;

(d) Within 90 days after execution of the contract or final endorsement of the mortgage note with respect to any low-income housing project, as such terms are used and defined in the Act, as applicable, and promptly upon completion of any audit thereafter (which audits shall be made at least biennially), the Corporation shall provide the Town with financial audits prepared by an independent certified public

RESOLUTIONS continued:

accountant:

(e) The Town shall have the right to inspect the books and records of the Corporation at any time during normal business hours:

(f) No debt obligations shall be issued by the Corporation unless, prior to the date of issuance thereof, an "Agreement to Enter Into Housing Assistance Payments Contract" or "Housing Assistance Payments Contract", as such terms are defined in the Act, shall have been executed with respect to all dwelling units except as needed for a resident manager or similar requirement, in the "low-income housing project", as defined in the Act, to be financed by such debt obligations; and provided further that neither the United States of America nor the State, the Town or any other political subdivision or body corporate and politic of the State shall in any event be liable for the payment of any such debt obligations or for the performance of any pledge, obligation or agreement of any kind whatsoever of the Corporation, and no such debt obligations nor any of the agreements or obligations of the Corporation shall be construed to constitute an indebtedness of the United States of America, the State, the Town or any other political subdivision or body corporate and politic of the State, within the meaning of any constitutional or statutory provision whatsoever.

(g) The corporation shall receive no compensation in connection with the financing of a project, except for its expenses. Such expenses shall be subject to approval by HUD in determining the "development cost", "cost of issuance" and "servicing fee" as such terms are defined in the Act, as appropriate. Should the Corporation receive any compensation in excess of such expenses, the excess is to be placed in the "debt service reserve", as such term is defined in the Act.

Section 2. The Town hereby consents to the obtaining by the Corporation of a determination by HUD that the Corporation constitutes an "instrumentality" of the Town, within the meaning of the Act: provided that nothing contained in this resolution is intended, nor shall it be construed, to establish or create, or to authorize the establishment or creation of, any common law or statutory agency relationship between the Corporation and the Town under the laws of the State of New York, or to create, or authorize the creation of, any indebtedness, obligation, or liability of the Town of any kind whatsoever, except as expressly provided herein.

Section 3. The Town shall review the financial audits of the Corporation and its activities, submitted pursuant to Section 1 (d) hereof, shall perform an annual review of the Corporation's performance and shall submit to HUD a copy of such review together with any such audits.

Section 4. The Town shall make provisions, acceptable to HUD, designed to assure the continued operation of any project undertaken, financed or assisted by the Corporation for the housing of lower income persons and families within the Town in accordance with the Act and in furtherance thereof the Town hereby authorizes Riverhead Housing Development Corporation, a not-for-profit corporation incorporated under the Not-For-Profit Corporation Law of the State and heretofore designated and approved as an "instrumentality" of the Town and as a public housing agency within the meaning of the Act ("RHDC"), to execute and deliver the agreement to Enter Into Housing Assistance Payments Contract and an Annual Contributions Contract with HUD and to administer the Housing

RESOLUTIONS continued

Assistance Payments Contract pursuant to the Annual Contributions Contract with HUD (as such terms are used and defined in the Act) and the Town hereby agrees that in the event there is a default under such Housing Assistance Payments Contract it will pursue all available remedies to achieve correction of the default, including operation and possession of the project by RHDC, if called upon by HUD to do so.

Section 5. The Town hereby agrees to accept title to or other interest in any real or personal property owned by the Corporation, subject to the rights of any creditors of the Corporation, in the event of dissolution, liquidation or other termination of the Corporation, whether voluntary or involuntary, and the Town agrees to use such property only for those purposes approved by HUD.

Section 6. The Supervisor, the Town Clerk, and the Town Attorney are hereby severally authorized, empowered, and directed to submit copies of this resolution to the Corporation, HUD, and other interested parties and to do such other things and perform such other acts as may be necessary or convenient to implement the provisions of this resolution.

Section 7. This resolution shall take effect immediately.

CERTIFICATE OF INCORPORATION
OF
RIVERHEAD MULTI-FAMILY HOUSING CORPORATION
UNDER SECTION 402 OF THE NOT-FOR-PROFIT
CORPORATION LAW

The undersigned, for the purpose of forming a not-for-profit corporation pursuant to the provisions of the Not-For-Profit Corporation Law of the State of New York (hereinafter referred to as the "Not-For-Profit Corporation Law"), hereby certifies:

FIRST: The name of the proposed not-for-profit corporation is Riverhead Multi-Family Housing Corporation (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to or inures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Not-For-Profit Corporation Law.

THIRD: The Corporation is a Type C corporation under Section 201 of the Not-For-Profit Corporation Law, the purpose and lawful public objective of which is to act as an "instrumentality" (as that term is defined in regulations heretofore or hereafter issued by the United States Department of Housing and Urban Development pursuant to the United States Housing Act of 1937, as amended) (the "Regulations") of the Town of Riverhead, New York (hereinafter the "Town") in carrying out, by borrowing and lending funds, one or more housing projects for persons of

low income, approved by the Town, pursuant to Section 8 of the United States Housing Act of 1937, as amended, and the Regulations.

FOURTH: The Corporation shall have all of the powers set forth in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for its corporate purpose and objective, and such other powers not prohibited by Law, as may be necessary or desirable for the accomplishment of its corporate purpose and objective; provided, however, that the exercise of such powers shall be subject to the following limitations and conditions:

(a) the By-Laws of the Corporation as well as any amendment thereto and any amendment of the Certificate of Incorporation shall be subject to the approval of the Town and the United States Department of Housing and Urban Development (hereinafter referred to as "HUD") and the Certificate of Incorporation shall be subject to the approval of HUD and the Town:

(b) the projected program and projected expenditures of the Corporation as well as any amendments thereto or revisions thereof and each project undertaken, financed or assisted by the Corporation shall be subject to the approval of the Town;

(c) any debt obligations issued by the Corporation shall be subject to the approval of the Town not more than 60 days prior to the date of issue as well as any substantive changes in the terms and conditions of the issuance of such obligations prior to the date of issue;

(d) in each instance where the Corporation acts as a "financing agency" (as such term is defined in the Regulations) for a project, the Corporation shall provide the Town and HUD with a financial

audit of its books and records relating to each such project prepared by an independent certified public accountant within 90 days after execution of a Housing Assistance Payments Contract or final endorsement for each such project and at least biennially thereafter;

(e) the Town shall have the right to inspect the books and records of the Corporation at any time during normal business hours; and

(f) The Corporation shall receive no compensation in connection with the issuance of debt obligations for the financing of a project, except for expenses incurred in connection with such financing as may be approved by HUD.

FIFTH: Nothing contained in this Certificate of Incorporation shall authorize the Corporation:

(a) to carry on propaganda or otherwise attempt to influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; or

(b) to undertake or carry on any of the activities specified in Section 404 (b) through (t) of the Not-For-Profit Corporation Law or Section 460-a of the Social Services Law of the State of New York; or

(c) to undertake or carry out any activities which would cause the Corporation to be treated other than as an organization exempt from federal income taxation under the Internal Revenue Code and the regulations issued by the United States Treasury Department thereunder; or

(d) to engage in the business of owning, improving, or operating real property except as an incident to making loans in order to

assist in the providing of one or more housing projects for persons of low income as provided in paragraph THIRD hereof.

SIXTH: The office of the Corporation shall be located at 200 Howell Avenue, Town of Riverhead, County of Suffolk, State of New York, to which address the Secretary of State shall mail a copy of any notice required by law.

SEVENTH: The territory in which the Corporation's activities are to be conducted is the Town of Riverhead, Suffolk County, New York.

EIGHTH: The Corporation shall have five (5) directors, who shall be divided into five classes. The names and addresses and classes of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CLASS</u>
Robert Hodge	21 Flora Lane, Riverhead New York 11901	First
Michael Mayo	381 South Doctors Path, Riverhead, NY 11901	Second
Timothy McGuire	111 North Country Road Baiting Hollow, NY	Third
Frederick Moore	Baiting Hollow Lane, Baiting Hollow, NY	Fourth
Robert M. Scheiner	1 Philmoore Avenue Coram, New York	Fifth

The terms of office of the initial directors shall be as follows: that of the First Class shall expire at the first annual meeting of members, the Second Class at the second succeeding annual meeting of members, the Third Class at the third succeeding annual meeting of members, the Fourth Class at the fourth succeeding annual meeting of members, and the Fifth Class at the fifth succeeding annual meeting of members. After such initial terms, directors to replace those

whose terms expire at each annual meeting of members shall be appointed at such meeting to hold office for a term expiring at the fifth succeeding annual meeting.

NINTH: Subject to the provisions of paragraph FOURTH hereof, (i) the By-Laws of the Corporation and any amendment thereto or modification thereof shall not be effective unless approved by a majority vote of the members and directors of the Corporation and (ii) the Certificate of Incorporation may be amended by a majority vote of the members and directors of the Corporation.

TENTH: The membership of the Corporation shall be composed of the persons who may be designated initial directors, and of such other persons as shall from time to time be elected to membership in accordance with the By-Laws of the Corporation.

ELEVENTH: The Corporation is not organized for pecuniary profit, it shall not have stock or stockholders and no part of the net income of the Corporation shall be distributed to or inure to the benefit of any member, trustee or officer of the Corporation, contributor or private individual, and no member, director or officer or employee of the Corporation shall be entitled to receive any pecuniary profit therefrom except to the extent permissible under the Not-For-Profit Corporation Law. All such net income shall be used or reserved for the corporate purpose and objective of the Corporation or accrue and be paid to the Town or to another public housing agency, governmental unit or not-for-profit entity exempt from federal income taxation under the Internal Revenue Code designated by the Town.

TWELFTH: The Corporation shall be perpetual in existence and shall not be dissolved, liquidated or otherwise terminated so long as there shall be outstanding any bonds, notes or other obligations thereof, unless adequate provision has been made for

the payment thereof. In the event of dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, all of its property and assets, subject to the rights of its creditors, if any, shall become the property of the Town or shall be transferred to and become the property of another public housing agency, governmental unit or not-for-profit entity exempt from federal income taxation under the Internal Revenue Code designated by the Town and approved by HUD, subject to an order of a Justice of the Supreme Court of the State of New York.

THIRTEENTH: The directors of the Corporation, in their discretion, may appoint a corporate trustee of any or all of the property of the Corporation pursuant to Section 514 of the Not-For-Profit Corporation Law; may confer on any such trustee such powers, duties or obligations of the directors of the Corporation in relation to the care, custody or management of such property as the Board of Directors may deem advisable; from time to time may modify or revoke any or all of the powers, duties or obligations of any such trustee as the Board of Directors may deem advisable; may at any time remove such trustee; and upon the resignation or removal of any such trustee may appoint a new successor corporate trustee.

FOURTEENTH: Prior to the delivery of this Certificate of Incorporation to the Department of State for filing, all approvals or consents required by the Not-For-Profit Corporation Law or by any other statute of the State of New York will be endorsed upon and filed.

The vote, Prusinowski, Yes, Regula, Yes, Lombardi, Yes, Menendez, Yes, and Janoski, Yes.

The resolution was thereupon declared duly adopted.

RESOLUTIONS continued:

#207 DESIGNATES REPRESENTATIVE TO SUFFOLK COUNTY FARMLAND COMMITTEE
Councilman Lombardi offered the following resolution which was seconded by Councilman Menendez.

WHEREAS pursuant to County Legislature resolution #1202, adopted in March, 1981, designation of a representative to the Suffolk County Farmlands Committee is required,

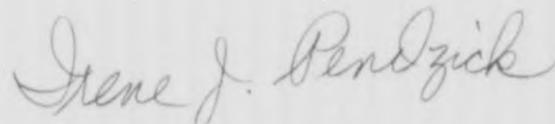
NOW, THEREFORE, BE IT RESOLVED, that Victor Prusinowski be, and hereby is, designated as representative of the Town of Riverhead on the Suffolk County Farmlands Committee, to serve at the pleasure of the Town Board, and

BE IT FURTHER RESOLVED, that the Town Clerk is hereby directed to send a certified copy of this resolution to the Clerk of the County Legislature.

The vote, Prusinowski, abstained, Regula, Yes, Lombardi, Yes, Menendez, Yes, and Janoski, Yes.

The resolution was thereupon declared duly adopted.

There being no further business on motion and vote, the meeting adjourned at 4:12 P.M.



Irene J. Pendzick
Town Clerk

IJP: bg