



**Department of  
Environmental  
Conservation**

**BROWNFIELD CLEANUP PROGRAM (BCP)  
APPLICATION TO AMEND BROWNFIELD  
CLEANUP AGREEMENT AND AMENDMENT**

**Please refer to the attached instructions for guidance on completing this application.**

Submission of a full BCP application will be required should this application be determined to be a major amendment. If the amendment seeks to add or subtract more than an insignificant acreage of property to the BCA, applicants are encouraged to consult with the DEC project team prior to submitting this application.

**PART I. BROWNFIELD CLEANUP AGREEMENT AMENDMENT APPLICATION**

1. Check the appropriate box(es) below based on the nature of the amendment modification(s) requested:

<input checked="" type="checkbox"/>	Amendment to modify the existing BCA (check one or more boxes below):
	<input checked="" type="checkbox"/> Add applicant(s) <input type="checkbox"/> Substitute applicant(s) <input type="checkbox"/> Remove applicant(s) <input type="checkbox"/> Change in name of applicant(s)
<input checked="" type="checkbox"/>	Amendment to reflect a transfer of title to all or part of the brownfield site:
	<p>a. A copy of the recorded deed must be provided. Is this attached?      Yes <input checked="" type="radio"/>      No <input type="radio"/></p> <p>b. <input checked="" type="checkbox"/> Change in ownership      <input type="checkbox"/> Additional owner (such as a beneficial owner)</p> <p>c. Pursuant to 6 NYCRR Part 375-1.11(d), a Change of Use form should have been submitted prior to a transfer of ownership. If this has not yet been submitted, include the form with this application. Is this form attached?      Yes <input checked="" type="radio"/>      No <input type="radio"/>      Submitted on: <u>10/6/2023</u></p>
<input type="checkbox"/>	Amendment to modify description of the property(ies) listed in the existing BCA
<input type="checkbox"/>	Amendment to expand or reduce property boundaries of the property(ies) listed in the existing BCA
<input type="checkbox"/>	Sites in Bronx, Kings, New York, Queens or Richmond Counties ONLY: amendment to request determination that the site is eligible for tangible property credit component of the brownfield redevelopment tax credit.
<input type="checkbox"/>	Other (explain in detail below)

**2. REQUIRED: Please provide a brief narrative describing the specific requests included in this amendment:**

On October 23, 2023, the existing applicant conveyed title to the BCP site to 68-19 Woodhaven Housing Development Fund Corporation (HDFC). Pursuant to a Declaration of Interest and Nominee Agreement dated October 19, 2023, ("Nominee Agreement"), the HDFC acquired bare legal title as nominee of SMJ Woodhaven Owner LLC (LLC) who, in turn, holds a beneficial interest in the BCP site. Both the HDFC and LLC desires to be added to the BCA to that it may complete implementation of the remedial program for the BCP Site. After being added to the BCA, the LLC will be responsible for implementing the requirements of the BCP. Paragraph 9 of the Nominee agreement provides the LLC with access to implement the BCP remedial program. Pursuant to Paragraph 5 of the Nominee Agreement, the HDFC agrees to execute any documentation requested by the LLC. This will apply encompass recording any environmental easement required by the NYSDEC.

Please also note the change of environmental consultant on the project to GZA.

The proposed redevelopment will now be 100% affordable housing. The Requestors will seek and affordable determination issuance of a regulatory agreement.

<b>SECTION I: CURRENT AGREEMENT INFORMATION</b>	
<i>This section must be completed in full. Attach additional pages as necessary.</i>	
BCP SITE NAME: 68-19 Rego Park LLC	BCP SITE CODE: C241258
NAME OF CURRENT APPLICANT(S): 68-19 Rego Park LLC	
INDEX NUMBER OF AGREEMENT: C241258-09-21	DATE OF ORIGINAL AGREEMENT: 10/06/2021

<b>SECTION II: NEW REQUESTOR INFORMATION</b>		
<i>Complete this section only if adding new requestor(s) or the name of an existing requestor has changed.</i>		
NAME: SMJ Woodhaven Owner LLC		
ADDRESS: 628 6th Avenue		
CITY/TOWN: Brooklyn	ZIP CODE: 11215	
PHONE: 646-644-0449	EMAIL: juan@smjdevelopment.com	
REQUESTOR CONTACT: Juan Barahona		
ADDRESS: 628 6th Avenue		
CITY/TOWN: Brooklyn	ZIP CODE: 11215	
PHONE: 646-644-0449	EMAIL: juan@smjdevelopment.com	
REQUESTOR'S CONSULTANT: GZA	CONTACT: Victoria Whelan	
ADDRESS: 324 South Service Road Suite 119		
CITY/TOWN: Melville	ZIP CODE: 11747	
PHONE: 631-793-8821	EMAIL: Victoria.Whelan@gza.com	
REQUESTOR'S ATTORNEY: Schnapf LLC	CONTACT: Lawrence Schnapf	
ADDRESS: 55 East 87th Street #8B		
CITY/TOWN: New York, NY	ZIP CODE: 10128	
PHONE: 212-876-3189	EMAIL: Larry@schnapflaw.com	
	<b>Y</b>	<b>N</b>
1. Is the requestor authorized to conduct business in New York State?	<input checked="" type="radio"/>	<input type="radio"/>
2. If the requestor is a corporation, LLC, LLP, or other entity requiring authorization from the NYS Department of State (NYSDOS) to conduct business in NYS, the requestor's name must appear exactly as given above in the NYSDOS Corporation & Business Entity Database. A print-out of entity information from the NYSDOS database must be submitted with this application. Is this print-out attached?	<input checked="" type="radio"/>	<input type="radio"/>
3. Requestor must submit proof that the party signing this application and amendment has the authority to bind the requestor. This would be documentation showing the authority to bind the requestor in the form of corporate organizational papers, a Corporate Resolution or an Operating Agreement or Resolution for an LLC. Is this proof attached?	<input checked="" type="radio"/>	<input type="radio"/>
4. If the requestor is an LLC, the names of the members/owners must be provided. Is this information attached?	N/A <input type="radio"/>	<input checked="" type="radio"/>
5. Describe the new requestor's relationship to all existing applicants: The existing Applicant conveyed title to the HDFC. Pursuant to a Declaration of Interest and Nominee Agreement, Requestor LLC hold beneficial interest in the BCP Site.		

**SECTION III: CURRENT PROPERTY OWNER/OPERATOR INFORMATION**

Complete this section only if a transfer of ownership has taken place. Attach additional pages if necessary.

Owner listed below is:		<input type="checkbox"/> Existing Applicant	<input checked="" type="checkbox"/> New Applicant	<input type="checkbox"/> Non-Applicant
OWNER'S NAME: 68-19 Woodhaven Housing Development Fund Corporation			CONTACT: Jacqueline Tom, Esq.	
ADDRESS: c/o Settlement Housing Fund, Inc, 247 West 37th Street, 4th Floor				
CITY/TOWN: New York NY			ZIP CODE: 10018	
PHONE: (929) 992-1607		EMAIL: jtom@shfinc.org		
OPERATOR:			CONTACT:	
ADDRESS:				
CITY/TOWN:			ZIP CODE:	
PHONE:		EMAIL:		

**SECTION IV: NEW REQUESTOR ELIGIBILITY INFORMATION**

Complete this section only if adding new requestor(s). Attach additional pages if necessary.

If answering "yes" to any of the following questions, please provide additional information as an attachment. Please refer to ECL § 27-1407 for details.

	Y	N
1. Are any enforcement actions pending against the requestor regarding this site?	<input type="radio"/>	<input checked="" type="radio"/>
2. Is the requestor presently subject to an existing order for the investigation, removal or remediation relating to contamination at the site?	<input type="radio"/>	<input checked="" type="radio"/>
3. Is the requestor subject to an outstanding claim by the Spill Fund for the site? Any questions regarding whether a party is subject to a spill claim should be discussed with the Spill Fund Administrator.	<input type="radio"/>	<input checked="" type="radio"/>
4. Has the requestor been determined in an administrative, civil or criminal proceeding to be in violation of (i) any provision of the subject law; (ii) any order or determination; (iii) any regulation implementing ECL Article 27 Title 14; or (iv) any similar statute or regulation of the state or federal government? If so, provide additional information as an attachment.	<input type="radio"/>	<input checked="" type="radio"/>
5. Has the requestor previously been denied entry to the BCP? If so, include information relative to the application, such as site name, address, DEC site number, reason for denial, and any other relevant information.	<input type="radio"/>	<input checked="" type="radio"/>
6. Has the requestor been found in a civil proceeding to have committed a negligent or intentionally tortious act involving the handling, storing, treating, disposing or transporting or contaminants?	<input type="radio"/>	<input checked="" type="radio"/>
7. Has the requestor been convicted of a criminal offense (i) involving the handling, storing, treating, disposing or transporting of contaminants; or (ii) that involves a violent felony, fraud, bribery, perjury, theft, or offense against public administration (as that term is used in Article 195 of the Penal Law) under federal law or the laws of any state?	<input type="radio"/>	<input checked="" type="radio"/>
8. Has the requestor knowingly falsified statements or concealed material facts in any matter within the jurisdiction of the Department, or submitted a false statement or made use of or made a false statement in connection with any document or application submitted to the Department?	<input type="radio"/>	<input checked="" type="radio"/>

SECTION IV: NEW REQUESTOR ELIGIBILITY INFORMATION (continued)		Y	N
9. Is the requestor an individual or entity of the type set forth in ECL 27-1407.9(f) that committed an act or failed to act, and such act or failure to act could be the basis for denial of a BCP application?	<input type="radio"/>	<input checked="" type="radio"/>	
10. Was the requestor's participation in any remedial program under DEC's oversight terminated by DEC or by a court for failure to substantially comply with an agreement or order?	<input type="radio"/>	<input checked="" type="radio"/>	
11. Are there any unregistered bulk storage tanks on-site which require registration?	<input type="radio"/>	<input checked="" type="radio"/>	
12. THE NEW REQUESTOR MUST CERTIFY THAT IT IS EITHER A PARTICIPANT OR VOLUNTEER IN ACCORDANCE WITH ECL § 27-1405(1) BY CHECKING ONE OF THE BOXES BELOW:			
<input type="checkbox"/> <b>PARTICIPANT</b> A requestor who either (1) was the owner of the site at the time of the disposal of contamination or (2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the disposal of contamination.	<input checked="" type="checkbox"/> <b>VOLUNTEER</b> A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the disposal of a hazardous waste or discharge of petroleum.  NOTE: By checking this box, a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site certifies that they have exercised appropriate care with respect to the hazardous waste found at the facility by taking reasonable steps to: (i) stop any continuing discharge; (ii) prevent any threatened future release; (iii) prevent or limit human, environmental or natural resource exposure to any previously released hazardous waste.  <b>If a requestor's liability arises solely as a result of ownership, operation of or involvement with the site, they must submit a statement describing why they should be considered a volunteer – be specific as to the appropriate care taken.</b>		
13. If the requestor is a volunteer, is a statement describing why the requestor should be considered a volunteer attached?		N/A <input type="radio"/>	Y <input checked="" type="radio"/>
14. Requestor's relationship to the property (check all that apply):			
<input type="checkbox"/> Prior Owner <input type="checkbox"/> Current Owner <input type="checkbox"/> Potential/Future Purchaser <input checked="" type="checkbox"/> Other: <u>beneficial interest holder</u>			
15. If the requestor is not the current site owner, proof of site access sufficient to complete the remediation must be submitted. Proof must show that the requestor will have access to the property before being added to the BCA and throughout the BCP project, including the ability to place an easement on the site. Is this proof attached?		N/A <input type="radio"/>	Y <input checked="" type="radio"/>

**SECTION V: PROPERTY DESCRIPTION AND REQUESTED CHANGES**

Complete this section only if property is being added to or removed from the site, a lot merger or other change to site SBL(s) has occurred, or if modifying the site address for any reason.

1. Property information on current agreement (as modified by any previous amendments, if applicable):

ADDRESS:

CITY/TOWN

ZIP CODE:

CURRENT PROPERTY INFORMATION

TOTAL ACREAGE OF CURRENT SITE:

PARCEL ADDRESS

SECTION

BLOCK

LOT

ACREAGE


2. Requested change (check appropriate boxes below):

a. Addition of property (may require additional citizen participation depending on the nature of the expansion – see instructions)

PARCELS ADDED:

PARCEL ADDRESS

SECTION

BLOCK

LOT

ACREAGE


TOTAL ACREAGE TO BE ADDED: \_\_\_\_\_

b. Reduction of property

PARCELS REMOVED:

PARCEL ADDRESS

SECTION

BLOCK

LOT

ACREAGE


TOTAL ACREAGE TO BE REMOVED: \_\_\_\_\_

c. Change to SBL (e.g., lot merge, subdivision, address change)

NEW PROPERTY INFORMATION:

PARCEL ADDRESS

SECTION

BLOCK

LOT

ACREAGE


3. TOTAL REVISED SITE ACREAGE: \_\_\_\_\_

4. For all changes requested in this section, documentation must be provided. Required attachments are listed in the application instructions. Is the required documentation attached?

Y	N
<input type="radio"/>	<input type="radio"/>

**APPLICATION TO AMEND BROWNFIELD CLEANUP AGREEMENT AND AMENDMENT SUPPLEMENT  
QUESTIONS FOR SITE SEEKING TANGIBLE PROPERTY CREDITS IN NEW YORK CITY ONLY**

*Complete this section only if the site is located within the five counties comprising New York City and the requestor is seeking a determination of eligibility for tangible property credits. Provide supporting documentation as required. Refer to the application instructions for additional information.*

	Y	N
1. Is the site located in Bronx, Kings, New York, Queens or Richmond County?	<input type="radio"/>	<input type="radio"/>
2. Is the requestor seeking a determination that the site is eligible for the tangible property credit component of the brownfield redevelopment tax credit?	<input type="radio"/>	<input type="radio"/>
3. Is at least 50% of the site area located within an environmental zone pursuant to Tax Law 21(6)? Please see DEC's website for more information.	<input type="radio"/>	<input type="radio"/>
4. Is the property upside down as defined below?	<input type="radio"/>	<input type="radio"/>
<p><b>From ECL 27-1405(31):</b></p> <p>"Upside down" shall mean a property where the projected and incurred cost of the investigation and remediation which is protective for the anticipated use of the property equals or exceeds seventy-five percent of its independent appraised value, as of the date of submission of the application for participation in the brownfield cleanup program, developed under the hypothetical condition that the property is not contaminated.</p>		
5. Is the project and affordable housing project as defined below?	<input type="radio"/>	<input type="radio"/>
<p><b>From 6 NYCRR 375-3.2(a) as of August 12, 2016:</b></p> <p>(a) "Affordable housing project" means, for purposes of this part, title fourteen of article twenty-seven of the environmental conservation law and section twenty-one of the tax law only, a project that is developed for residential use or mixed residential use that must include affordable residential rental units and/or affordable home ownership units.</p> <p>(1) Affordable residential rental projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which defines (i) a percentage of the residential rental units in the affordable housing project to be dedicated to (ii) tenants at a defined maximum percentage of the area median income based on the occupants' household's annual gross income.</p> <p>(2) Affordable home ownership projects under this subdivision must be subject to a federal, state, or local government housing agency's affordable housing program, or a local government's regulatory agreement or legally binding restriction, which sets affordable units aside for homeowners at a defined maximum percentage of the area median income.</p> <p>(3) "Area median income" means, for purposes of this subdivision, the area median income for the primary metropolitan statistical area, or for the county if located outside a metropolitan statistical area, as determined by the United States Department of Housing and Urban Development, or its successor, for a family of four, as adjusted for family size.</p>		

APPLICATION SUPPLEMENT FOR NYC SITES (continued)	Y	N
<p>6. Is the project a planned renewable energy facility site as defined below?</p> <p><b>From ECL 27-1405(33) as of April 9, 2022:</b></p> <p>“Renewable energy facility site” shall mean real property (a) this is used for a renewable energy system, as defined in section sixty-six-p of the public service law; or (b) any co-located system storing energy generated from such a renewable energy system prior to delivering it to the bulk transmission, sub-transmission, or distribution system.</p> <p><b>From Public Service Law Article 4 Section 66-p as of April 23, 2021:</b></p> <p>(b) "renewable energy systems" means systems that generate electricity or thermal energy through use of the following technologies: solar thermal, photovoltaics, on land and offshore wind, hydroelectric, geothermal electric, geothermal ground source heat, tidal energy, wave energy, ocean thermal, and fuel cells which do not utilize a fossil fuel resource in the process of generating electricity.</p>	<input type="radio"/>	<input type="radio"/>
<p>7. Is the site located within a disadvantaged community, within a designated Brownfield Opportunity Area, and meets the conformance determinations pursuant to subdivision ten of section nine-hundred-seventy-r of the general municipal law?</p> <p><b>From ECL 75-0111 as of April 9, 2022:</b></p> <p>(5) "Disadvantaged communities" means communities that bear the burdens of negative public health effects, environmental pollution, impacts of climate change, and possess certain socioeconomic criteria, or comprise high-concentrations of low- and moderate-income households, as identified pursuant to section 75-0111 of this article.</p>	<input type="radio"/>	<input type="radio"/>

PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT	
EXISTING AGREEMENT INFORMATION	
BCP SITE NAME: 68-19 Rego Park LLC	BCP SITE CODE: C241258
NAME OF CURRENT APPLICANT(S): 68-19 Rego Park LLC	
INDEX NUMBER OF AGREEMENT: C241258-09-21	DATE OF ORIGINAL AGREEMENT 10/06/2021

**Declaration of Amendment:**

By the requestor(s) and/or applicant(s) signature(s) below, and subsequent signature by the Department, the above application to amend the Brownfield Cleanup Agreement described above is hereby approved. This Amendment is made in accordance with and subject to all of the BCA and all applicable guidance, regulations and state laws applicable thereto. All other substantive and procedural terms of the Agreement will remain unchanged and in full force and effect regarding the parties to the Agreement.

Nothing contained herein constitutes a waiver by the Department or the State of New York of any rights held in accordance with the Agreement or any applicable state and/or federal law or a release for any party from obligations held under the Agreement or those same laws.

**STATEMENT OF CERTIFICATION AND SIGNATURES: NEW REQUESTOR**  
*Complete the appropriate section (individual or entity) below only if this Amendment adds a new requestor. Attach additional pages as needed.*

(Individual)

I hereby affirm that the information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

(Entity)

I hereby affirm that I am authorized signatory (title) of SMJ Woodhaven Owner LLC (entity); that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.

Juan Barahona's \_\_\_\_\_ signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 03/07/2024 Signature: Juan Barahona

Print Name: Juan Barahona

Digitally signed by Juan Barahona  
Date: 2024.03.07 16:32:41 -05'00'



**STATEMENT OF CERTIFICATION AND SIGNATURES: EXISTING APPLICANT(S)**

An authorized representative of each applicant must complete and sign the appropriate section (individual or entity) below. Attach additional pages as needed.

(Individual)

I hereby affirm that I am a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

(Entity)

I hereby affirm that I am authorized signatory (title) of 68-19 Rego Park LLC (entity) which is a party to the Brownfield Cleanup Agreement and/or Application referenced in Section I above and that I am aware of this Application for an Amendment to that Agreement and/or Application. Peter Zuccarello signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 3/13/2024 Signature: 

Print Name: Peter Zuccarello

PLEASE SEE THE FOLLOWING PAGE FOR SUBMITTAL INSTRUCTIONS

**REMAINDER OF THIS AMENDMENT WILL BE COMPLETED SOLELY BY THE DEPARTMENT**

Status of Agreement:

<input type="checkbox"/> <b>PARTICIPANT</b> A requestor who either (1) was the owner of the site at the time of the disposal of contamination or (2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the disposal of contamination.	<input checked="" type="checkbox"/> <b>VOLUNTEER</b> A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the contamination.
--	--

Effective Date of the Original Agreement: 10/06/2021

Signature by the Department:

DATED: 6/12/24

NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

By:

  
 Janet E. Brown, Assistant Director  
 Division of Environmental Remediation

<b>SECTION I: CURRENT AGREEMENT INFORMATION</b>	
<i>This section must be completed in full. Attach additional pages as necessary.</i>	
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<b>SECTION II: NEW REQUESTOR INFORMATION</b>																
<i>Complete this section only if adding new requestor(s) or the name of an existing requestor has changed.</i>																
NAME: 68-19 Woodhaven Housing Development Fund Corporation																
ADDRESS: c/o Settlement Housing Fund, Inc, 247 West 37th St 4th Floor																
CITY/TOWN: New York, New York	ZIP CODE: 10018															
PHONE: (929) 992-1607	EMAIL: jtom@shfinc.org															
REQUESTOR CONTACT: Jacqueline Tom, Esq.																
ADDRESS:																
CITY/TOWN:	ZIP CODE:															
PHONE:	EMAIL:															
REQUESTOR'S CONSULTANT:	CONTACT:															
ADDRESS:																
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REQUESTOR'S ATTORNEY:	CONTACT:															
ADDRESS:																
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5. Describe the new requestor's relationship to all existing applicants: The HDFC acquired bare legal title from the Existing Applicant pursuant to a Declaration of Interest and Nominee Agreement with Requestor SMJ Woodhaven Owner LLC																

**SECTION III: CURRENT PROPERTY OWNER/OPERATOR INFORMATION**

Complete this section only if a transfer of ownership has taken place. Attach additional pages if necessary.

Owner listed below is:		<input type="checkbox"/> Existing Applicant	<input checked="" type="checkbox"/> New Applicant	<input type="checkbox"/> Non-Applicant
OWNER'S NAME: 68-19 Woodhaven Housing Development Fund Corporation			CONTACT: Jacqueline Tom, Esq.	
ADDRESS: c/o Settlement Housing Fund, Inc. 247 West 37th St. 4th Florr				
CITY/TOWN: New York NY			ZIP CODE: 10018	
PHONE: (929) 992-1607		EMAIL: jtom@shfinc.org		
OPERATOR:			CONTACT:	
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Complete this section only if adding new requestor(s). Attach additional pages if necessary.

If answering "yes" to any of the following questions, please provide additional information as an attachment. Please refer to ECL § 27-1407 for details.

	Y	N
1. Are any enforcement actions pending against the requestor regarding this site?	<input type="radio"/>	<input checked="" type="radio"/>
2. Is the requestor presently subject to an existing order for the investigation, removal or remediation relating to contamination at the site?	<input type="radio"/>	<input checked="" type="radio"/>
3. Is the requestor subject to an outstanding claim by the Spill Fund for the site? Any questions regarding whether a party is subject to a spill claim should be discussed with the Spill Fund Administrator.	<input type="radio"/>	<input checked="" type="radio"/>
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5. Has the requestor previously been denied entry to the BCP? If so, include information relative to the application, such as site name, address, DEC site number, reason for denial, and any other relevant information.	<input type="radio"/>	<input checked="" type="radio"/>
6. Has the requestor been found in a civil proceeding to have committed a negligent or intentionally tortious act involving the handling, storing, treating, disposing or transporting or contaminants?	<input type="radio"/>	<input checked="" type="radio"/>
7. Has the requestor been convicted of a criminal offense (i) involving the handling, storing, treating, disposing or transporting of contaminants; or (ii) that involves a violent felony, fraud, bribery, perjury, theft, or offense against public administration (as that term is used in Article 195 of the Penal Law) under federal law or the laws of any state?	<input type="radio"/>	<input checked="" type="radio"/>
8. Has the requestor knowingly falsified statements or concealed material facts in any matter within the jurisdiction of the Department, or submitted a false statement or made use of or made a false statement in connection with any document or application submitted to the Department?	<input type="radio"/>	<input checked="" type="radio"/>

SECTION IV: NEW REQUESTOR ELIGIBILITY INFORMATION (continued)		Y	N
9. Is the requestor an individual or entity of the type set forth in ECL 27-1407.9(f) that committed an act or failed to act, and such act or failure to act could be the basis for denial of a BCP application?		<input type="radio"/>	<input checked="" type="radio"/>
10. Was the requestor's participation in any remedial program under DEC's oversight terminated by DEC or by a court for failure to substantially comply with an agreement or order?		<input type="radio"/>	<input checked="" type="radio"/>
11. Are there any unregistered bulk storage tanks on-site which require registration?		<input type="radio"/>	<input checked="" type="radio"/>
12. THE NEW REQUESTOR MUST CERTIFY THAT IT IS EITHER A PARTICIPANT OR VOLUNTEER IN ACCORDANCE WITH ECL § 27-1405(1) BY CHECKING ONE OF THE BOXES BELOW:			
<input type="checkbox"/> <b>PARTICIPANT</b> A requestor who either (1) was the owner of the site at the time of the disposal of contamination or (2) is otherwise a person responsible for the contamination, unless the liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the disposal of contamination.	<input checked="" type="checkbox"/> <b>VOLUNTEER</b> A requestor other than a participant, including a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site subsequent to the disposal of a hazardous waste or discharge of petroleum.  NOTE: By checking this box, a requestor whose liability arises solely as a result of ownership, operation of or involvement with the site certifies that they have exercised appropriate care with respect to the hazardous waste found at the facility by taking reasonable steps to: (i) stop any continuing discharge; (ii) prevent any threatened future release; (iii) prevent or limit human, environmental or natural resource exposure to any previously released hazardous waste.  <b>If a requestor's liability arises solely as a result of ownership, operation of or involvement with the site, they must submit a statement describing why they should be considered a volunteer – be specific as to the appropriate care taken.</b>		
13. If the requestor is a volunteer, is a statement describing why the requestor should be considered a volunteer attached?		N/A <input type="radio"/>	Y <input checked="" type="radio"/>
14. Requestor's relationship to the property (check all that apply): <input type="checkbox"/> Prior Owner <input checked="" type="checkbox"/> Current Owner <input type="checkbox"/> Potential/Future Purchaser <input type="checkbox"/> Other: _____			
15. If the requestor is not the current site owner, proof of site access sufficient to complete the remediation must be submitted. Proof must show that the requestor will have access to the property before being added to the BCA and throughout the BCP project, including the ability to place an easement on the site. Is this proof attached?		N/A <input checked="" type="radio"/>	Y <input type="radio"/>

PART II. BROWNFIELD CLEANUP PROGRAM AMENDMENT	
EXISTING AGREEMENT INFORMATION	
BCP SITE NAME: 68-19 Rego Park LLC	BCP SITE CODE: C241258
NAME OF CURRENT APPLICANT(S): 68-19 Rego Park LLC	
INDEX NUMBER OF AGREEMENT: C241258-09-21	DATE OF ORIGINAL AGREEMENT 10/06/2021

**Declaration of Amendment:**

By the requestor(s) and/or applicant(s) signature(s) below, and subsequent signature by the Department, the above application to amend the Brownfield Cleanup Agreement described above is hereby approved. This Amendment is made in accordance with and subject to all of the BCA and all applicable guidance, regulations and state laws applicable thereto. All other substantive and procedural terms of the Agreement will remain unchanged and in full force and effect regarding the parties to the Agreement.

Nothing contained herein constitutes a waiver by the Department or the State of New York of any rights held in accordance with the Agreement or any applicable state and/or federal law or a release for any party from obligations held under the Agreement or those same laws.

**STATEMENT OF CERTIFICATION AND SIGNATURES: NEW REQUESTOR**

*Complete the appropriate section (individual or entity) below only if this Amendment adds a new requestor. Attach additional pages as needed.*

(Individual)

I hereby affirm that the information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to section 210.45 of the Penal Law. My signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

(Entity)

I hereby affirm that I am authorized signatory (title) of 68-19 Woodhaven Housing Development Fund Corporation (entity); that I am authorized by that entity to make this application; that this application was prepared by me or under my supervision and direction; and that information provided on this form and its attachments is true and complete to the best of my knowledge and belief. I am aware that any false statement made herein is punishable as a Class A misdemeanor pursuant to Section 210.45 of the Penal Law.

Jacqueline Tom's signature below constitutes the requisite approval for the amendment to the BCA Application, which will be effective upon signature by the Department.

Date: 02/09/2024 Signature: Jacqueline Tom

Digitally signed by Jacqueline Tom  
Date: 2024.02.09 14:16:35 -05'00'

Print Name: Jacqueline Tom

Volunteer Statements for SMJ Woodhaven Owner LLC and 68-19 Woodhaven  
Housing Development Fund Corporation




The Requestor, SMJ Woodhaven Owner LLC (“LLC”), qualifies as a “volunteer” because all disposals of hazardous substances occurred prior to the time the LLC acquired beneficial title to the BCP site on October 23, 2023 and the LLC does not have any affiliation with any responsible party. After acquiring beneficial title, the LLC has exercised appropriate care by ensuring the requirements of the BCP have been implemented by the current applicant. The LLC’s liability would arise solely as a result of its ownership or involvement with the redevelopment of the BCP Site subsequent to the disposal of hazardous substances and contaminants. As such, the LLC qualifies as a Volunteer as defined in ECL 27-1405(1)(b).

The Requestor, 68-19 Woodhaven Housing Development Fund Corporation (“HDFC”), acquired bare legal title to the BCP Site on October 23, 2023. All disposals of hazardous substances have occurred prior to the date the HDFC acquired bare legal title to the Site and the HDFC does not have any affiliation with any responsible party. After taking title, the HDFC has exercised appropriate care by ensuring the requirements of the BCP have been implemented by the LLC. The HDFC’s liability would arise solely as a result of its ownership or involvement with the redevelopment of the BCP Site subsequent to the disposal of hazardous substances and contaminants. As such, the HDFC qualifies as a Volunteer as defined in ECL 27-1405(1)(b).

**68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION  
SECRETARY'S CERTIFICATE**


The undersigned hereby certifies that:

1. Jacqueline Tom is a duly authorized officer of 68-19 Woodhaven Housing Development Fund Corporation (the "Corporation"), a New York not-for-profit corporation.
2. Annexed hereto as Exhibit A is a true, correct and current copy of the certificate of incorporation of the Corporation (the "Certificate").
3. Annexed hereto as Exhibit B is a true, correct and current copy of the by-laws of the Corporation (the "By-laws").
4. Annexed hereto as Exhibit C is a true, correct and current copy of the certificate of good standing issued within the previous 30 days by the Secretary of State of the State of New York for Settlement Housing Fund, Inc. (the "Good Standing", and together with the Certificate and the By-laws, collectively, the "Corporation Documents").
5. Annexed hereto as Exhibit D is a true, correct and current copy of certain resolutions (the "Resolutions") duly adopted by the Board of Directors of the Corporation. The Resolution has not been amended or rescinded and is now in full force and effect.
6. The Corporation Documents have not been further amended and are in full force and effect.
7. There are no contemplated proceedings for the merger, consolidation, liquidation or dissolution of the Corporation or the sale of all or substantially all of its assets.
8. No event has occurred which alone or with the passage of time would result in dissolution of the Corporation.
9. Each of the persons named below is a duly elected or appointed and qualified Officer of the Corporation and now holds the office set forth after his/her name below and the signature appearing opposite his/her name is his/her genuine signature:

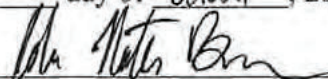
<u>Name</u>	<u>Office</u>	<u>Signature</u>
Alexa Sewell	President	
Richard Johns	Vice President	
Jacqueline Tom	Secretary/Treasurer	

10. There is no action, suit or proceeding at law or in equity or by or before any governmental instrumentality or other agency now pending or threatened against or affecting the Corporation, or the officers thereof, which if adversely determined would materially impair the right of the Corporation to carry on its business as now conducted or would materially adversely affect its financial condition.

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 19<sup>th</sup> day of October, 2023.

  
\_\_\_\_\_  
Name: Alexa Sewell  
Title: President

Sworn to before me this  
17<sup>th</sup> day of October, 2023

  
\_\_\_\_\_  
Notary Public





**EXHIBIT A**

Certificate of Incorporation

*(Follows)*

# Department of State Division of Corporations

## Entity Information

[Return to Results](#)[Return to Search](#)

### Entity Details



**ENTITY NAME:** SMJ WOODHAVEN OWNER LLC

**DOS ID:** 7076050

**FOREIGN LEGAL NAME:**

**FICTITIOUS NAME:**

**ENTITY TYPE:** DOMESTIC LIMITED LIABILITY COMPANY

**DURATION DATE/LATEST DATE OF DISSOLUTION:**

**SECTION OF LAW:** LIMITED LIABILITY COMPANY LAW - 203 LIMITED LIABILITY COMPANY LAW - LIMITED LIABILITY COMPANY LAW

**ENTITY STATUS:** ACTIVE

**DATE OF INITIAL DOS FILING:** 09/11/2023

**REASON FOR STATUS:**

**EFFECTIVE DATE INITIAL FILING:** 09/11/2023

**INACTIVE DATE:**

**FOREIGN FORMATION DATE:**

**STATEMENT STATUS:** CURRENT

**COUNTY:** KINGS

**NEXT STATEMENT DUE DATE:** 09/30/2025

**JURISDICTION:** NEW YORK, UNITED STATES

**NFP CATEGORY:**

[ENTITY DISPLAY](#)[NAME HISTORY](#)[FILING HISTORY](#)[MERGER HISTORY](#)[ASSUMED NAME HISTORY](#)

Service of Process on the Secretary of State as Agent

**The Post Office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State by personal delivery:**

**Name:** THE LIMITED LIABILITY COMPANY

**Address:** 628 6TH AVENUE, BROOKLYN, NY, UNITED STATES, 11215

**Electronic Service of Process on the Secretary of State as agent: Not Permitted**

Chief Executive Officer's Name and Address

**Name:**

**Address:**

Principal Executive Office Address

**Address:**

Registered Agent Name and Address

**Name:**

**NEW YORK STATE DEPARTMENT OF STATE**  
**DIVISION OF CORPORATIONS, STATE RECORDS AND UNIFORM COMMERCIAL CODE**  
**FILING RECEIPT**

**ENTITY NAME :** 68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION  
**DOCUMENT TYPE :** CERTIFICATE OF INCORPORATION  
**ENTITY TYPE :** DOMESTIC NOT-FOR-PROFIT CORPORATION (HOUSING DEVELOPMENT FUND COMPANY) (ARTICLE XI)

**DOS ID :** 7158941  
**FILE DATE :** 10/16/2023  
**FILE NUMBER :** 231016002281  
**TRANSACTION NUMBER :** 202310160002156-2531123  
**EXISTENCE DATE :** 10/16/2023  
**DURATION/DISSOLUTION :** PERPETUAL  
**COUNTY :** NEW YORK



**SERVICE OF PROCESS ADDRESS :** THE CORPORATION  
247 WEST 37TH STREET, 4TH FLOOR  
NEW YORK, NY, 10018, USA

**ELECTRONIC SERVICE OF PROCESS  
EMAIL ADDRESS :** N/A

**FILER :** JACQUELINE TOM  
247 WEST 37TH STREET, 4TH FLOOR  
NEW YORK, NY, 10018, USA

**SERVICE COMPANY :** UNITED CORPORATE SERVICES, INC.  
**SERVICE COMPANY ACCOUNT :** 37  
**CUSTOMER REFERENCE :** 6819W74300

**You may verify this document online at :** <http://ecorp.dos.ny.gov>  
**AUTHENTICATION NUMBER :** 100004491735

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<b>TOTAL FEES:</b>	<b>\$235.00</b>	<b>TOTAL PAYMENTS RECEIVED:</b>	<b>\$235.00</b>
<b>FILING FEE:</b>	<b>\$75.00</b>	<b>CASH:</b>	<b>\$0.00</b>
<b>CERTIFICATE OF STATUS:</b>	<b>\$0.00</b>	<b>CHECK/MONEY ORDER:</b>	<b>\$0.00</b>
<b>CERTIFIED COPY:</b>	<b>\$10.00</b>	<b>CREDIT CARD:</b>	<b>\$0.00</b>
<b>COPY REQUEST:</b>	<b>\$0.00</b>	<b>DRAWDOWN ACCOUNT:</b>	<b>\$235.00</b>
<b>EXPEDITED HANDLING:</b>	<b>\$150.00</b>	<b>REFUND DUE:</b>	<b>\$0.00</b>

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy for 68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION, File Number 231016002281 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on October 16, 2023.



*Brendan C. Hughes*

Brendan C. Hughes  
Executive Deputy Secretary of State

**CERTIFICATE OF INCORPORATION**

**OF**

**68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION**

**PURSUANT TO ARTICLE XI OF THE PRIVATE HOUSING FINANCE LAW AND**

**SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW**

**OF THE STATE OF NEW YORK**

THE UNDERSIGNED, for the purpose of forming a housing development fund corporation pursuant to Article XI of the Private Housing Finance Law and Article 4 of the Not-For-Profit Corporation Law, hereby certifies:

1. Name. The name of the corporation is 68-19 Woodhaven Housing Development Fund Corporation ("Corporation").
2. Definitions. As used herein, the following terms shall have the meanings set forth below:
  - a. "AMI" shall mean, at the option of the Supervising Agency, either (i) the area median income for the primary metropolitan statistical area as determined by HUD from time to time for a family of four, as adjusted for family size, or (ii) two hundred percent of the income limit established from time to time by HUD pursuant to Section 3(b)(2) of the United States Housing Act of 1937, as amended, for very low income families (those at or below fifty percent of area median income) receiving housing assistance payments in New York City, as adjusted for household size. If HUD ceases to establish either such figure, the Supervising Agency shall establish an alternative method of determining AMI.
  - b. "Annual Income" shall mean the anticipated total income from all sources to be received by the household head and spouse and by each additional member of the household, including all net income derived from assets, for the twelve month period following the date of initial determination of income. The definitions and descriptions of income set forth in HUD regulations contained in 24 CFR 5.609 or any successor regulations shall apply for the purpose of determining Annual Income.
  - c. "Certificate" shall mean this Certificate of Incorporation.
  - d. "Corporation" shall mean 68-19 Woodhaven Housing Development Fund Corporation.
  - e. "HUD" shall mean the United States Department of Housing and Urban Development or its successors.
  - f. "NPCL" shall mean the Not-For-Profit Corporation Law.
  - g. "Person Of Low Income" shall mean a household which, on the date of its initial occupancy, has an Annual Income that does not exceed the lesser of 165% of AMI or such lower income as may be required at any time pursuant to an agreement with the Supervising Agency or with any other governmental agency or instrumentality.
  - h. "PHFL" shall mean the Private Housing Finance Law.
  - i. "Supervising Agency" shall mean the Department of Housing Preservation and

Development of the City of New York or its successor.

3. Duration. The duration of the Corporation shall be perpetual.
4. Type And Purpose. The Corporation is a corporation as defined in NPCL §102(a)(5). The Corporation is a charitable not-for-profit corporation organized pursuant to NPCL §201 and PHFL §573 exclusively for the purpose of developing and operating a housing project for Persons Of Low Income. The Corporation is organized exclusively for such charitable purpose in accordance with §501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), in order to: provide relief for the poor, the distressed, and the underprivileged; lessen the burdens of government; lessen neighborhood tensions; eliminate prejudice and discrimination; and combat community deterioration. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent federal tax laws.
5. Powers.
  - a. Powers. The Corporation is empowered to do and perform all lawful acts necessary to accomplish the corporate purpose in accordance with this Certificate, the PHFL, and the NPCL, including, but not limited to (i) purchasing or leasing the real property identified in this Certificate and rehabilitating any multiple dwelling thereon or, with the consent of the Supervising Agency, constructing one or more new multiple dwellings thereon; and (ii) the execution of such instruments and undertakings as may be required by any governmental body providing financial assistance to the Corporation.
  - b. Rentals. Except as may be specifically authorized in writing by the Supervising Agency:
    1. The Corporation shall not cause or permit any vacant dwelling unit to be rented to, or occupied by, anyone other than a Person Of Low Income.
    2. Except as may be otherwise required by law, the Corporation shall not consent to or cause or permit the sublease of any dwelling unit or the assignment of any lease to anyone other than a Person Of Low Income.
    3. Notwithstanding any provision of this Section 5.b to the contrary, up to one superintendent's unit in any building may be rented to and occupied by a superintendent for such building who is not a Person Of Low Income.
  - c. Consent. The Corporation shall not engage in any act or activity requiring the consent or approval of any governmental entity or official without such consent or approval first being obtained.
6. Office. The office of the Corporation is to be located in the County of New York in the City and State of New York.
7. Books And Records. Pursuant to NPCL §621, the books and records of the Corporation shall be kept at an office located at 247 West 37<sup>th</sup> Street, 4<sup>th</sup> Floor, New York, NY 10018.
8. Project. The housing project is to be located on Block 3148, in Lot 2, in the Borough of Queens, City and State of New York, said site having the street address 68-19 Woodhaven Boulevard, Rego Park, New York 11374.
9. Non-Profit. The Corporation is not organized for pecuniary profit or financial gain. All income and earnings of the Corporation shall be used exclusively for corporate purposes, and no part of the net income or net earnings of the Corporation shall inure to the benefit or profit of

any private individual, firm, corporation, or association, including, but not limited to, any member, director, trustee, officer, or employee of the Corporation, or any other individual, firm, association, or entity. Nothing herein shall prohibit the Corporation from paying reasonable compensation to salaried employees.

10. Seed Loans. If the Corporation receives a temporary loan or advance from the housing development fund or a municipal housing development fund, as established by or pursuant to Article XI of the PHFL:
  - a. The Corporation shall be authorized to enter into an agreement with the Supervising Agency providing for regulation with respect to rents, profits, dividends, and disposition of the property or franchises; and
  - b. The Supervising Agency shall have the power, if, in its discretion, it determines either that any such temporary loan or advance is in jeopardy of not being repaid, or that the proposed housing project for which such temporary loan or advance was made is in jeopardy of not being constructed, to appoint to the board of directors of the Corporation a number of new directors, which number shall be sufficient to constitute a majority of such board, notwithstanding any other provision of this Certificate or of any other provision of law.
11. Sale of Assets. The Corporation shall not sell, transfer, or assign or contract to sell, transfer, or assign all or substantially all of its assets, or any of its real property, without the prior written approval of the Supervising Agency.
  - a. Proceeds. The Corporation shall either deposit the proceeds of any such sale with the Supervising Agency or shall devote such proceeds to a housing project for Persons Of Low Income in a manner approved in writing by the Supervising Agency.
  - b. Leasing. The Corporation shall not lease or contract to lease any of its real property, other than a lease for a term not exceeding two (2) years of an individual dwelling unit or an individual commercial unit, without the prior written approval of the Supervising Agency.
12. Enforcement. If the Supervising Agency determines, in its discretion, that the Corporation has violated any of the provisions of this Certificate or has defaulted on any agreement between the Corporation and the Supervising Agency or another governmental entity, the Supervising Agency may appoint to the board of directors of the Corporation a number of new directors, which number shall be sufficient to constitute a majority of such board, notwithstanding any other provision of this Certificate, the by-laws of the Corporation or any agreement entered into by the Corporation.
13. Certain Prohibited Actions. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation, or participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office, or undertake or carry on any of the activities specified in NPCL §404.
14. Amendment.
  - a. This Certificate shall not be altered or amended without (i) the prior written approval of the Supervising Agency, and (ii) the prior written approval of any governmental entity which holds a mortgage or other lien on any assets of the Corporation or to which any indebtedness of the Corporation is then outstanding or a certification by the board of directors of the Corporation that there is no such mortgage, lien, or indebtedness.
  - b. Such consents or certifications shall be attached to the certificate of amendment, or any other document seeking to effectuate the amendment or alteration of this

Certificate which the Corporation files with the Department of State.

15. Dissolution.
- a. The Corporation shall not be dissolved or reconstituted without (i) the prior written approval of the Supervising Agency, and (ii) the prior written approval of any governmental entity which holds a mortgage or other lien on any assets of the Corporation or to which any indebtedness of the Corporation is then outstanding or a certification by the board of directors of the Corporation that there is no such mortgage, lien, or indebtedness.
  - b. Such consents or certifications shall be attached to the certificate of dissolution, or any other document seeking to effectuate the dissolution or reconstitution of the Corporation which the Corporation files with the Department of State.
  - c. Upon the dissolution of the Corporation, all property and assets of the Corporation shall be distributed in accordance with a plan of dissolution adopted and authorized as provided in this Section 15 pursuant to an order of the Supreme Court in a proceeding pursuant to NPCL §1008. Any such plan of dissolution shall:
    - 1. require compliance with the provisions set forth in Section 15.a and Section 15.b;
    - 2. prohibit receipt of any of the property or assets of the Corporation, other than in payment of a debt or obligation, by (i) any member, director, trustee, officer, or employee of the Corporation, (ii) any organization created or operated for profit, or (iii) any individual;
    - 3. apply all property and assets to payment of the debts and obligations of the Corporation; and
    - 4. distribute the balance of the property or assets, if any, to the Supervising Agency or to one or more housing development fund companies organized pursuant to NPCL §201 and PHFL §573, qualifying under IRC §501(c)(3), and engaged in activities substantially similar to those of the Corporation.
16. Notice. A copy of this Certificate and a copy of the filing receipt issued by the Department of State, Division of Corporations, and a statement of the blocks and lots of real property owned and/or controlled by the Corporation, shall be delivered to the General Counsel of the Supervising Agency when such filing receipt is received, or, if no such real property is owned by the Corporation at the time of filing, upon the acquisition of any such real property by the Corporation.
17. Service of Process. The Secretary of State is hereby designated by the Corporation as agent upon whom process against it may be served. The post office address of the Corporation to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is 247 West 37<sup>th</sup> Street, 4<sup>th</sup> Floor, New York, NY 10018.



18. Directors.

- a. Number. The number of directors of the Corporation shall be set in the by-laws of the Corporation but shall be not less than three. Each director shall be at least eighteen years of age. The names and residences of the directors of the Corporation until the first annual meeting are:

<u>Name</u>	<u>Address</u>
<u>Alexa Sewell</u>	<u>14 Hall Avenue, Larchmont, NY 10538</u>
<u>Richard Johns</u>	<u>52 92nd Street, Apt 3C, Brooklyn, NY 11209</u>
<u>Jacqueline Tom</u>	<u>70-31 108<sup>th</sup> Street, Apt 9J, Forest Hills, NY 11375</u>

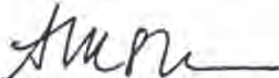
- b. Capacity. Each of the Incorporators whose signatures appear below is at least eighteen (18) years of age.
19. By-Laws. The board of directors of the Corporation may adopt by-laws of the Corporation at any regular meeting or any special meeting called for that purpose, provided that such by-laws are consistent with the provisions of this Certificate and any agreement between the Corporation and the Supervising Agency or any other governmental entity.
20. Approvals and Consents. Annexed hereto or endorsed hereon are copies of all approvals and consents required by PHFL §573(5) for filing of this Certificate by the Secretary of State.
21. Sole Member. The sole member of the Corporation is Settlement Housing Fund, Inc., and the Directors of the Corporation shall, except as provided in Section 12, at all times, be limited to individuals who are either members of the Board of Directors of Settlement Housing Fund, Inc., or who have otherwise been appointed or elected directors of the Corporation by Settlement Housing Fund, Inc. In the event that Settlement Housing Fund, Inc. ceases to be the sole member of the Corporation or dissolves or ceases to have written recognition of exemption pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute from the United States Internal Revenue Service or any successor agency, or corresponding section of any future federal tax code, the directors of the Corporation shall, at all times, be limited to individuals who have been appointed or elected by a comparable entity which has such exemption and which was formed for purposes that include providing housing accommodations for Persons Of Low Income.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate and affirm that the statements contained herein are true under the penalties of perjury this 16th day of October, 2023.

Print Name and Address

Signature

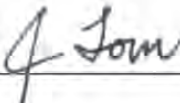
Alexa Sewell  
14 Hall Avenue,  
Larchmont, NY 10538

  
\_\_\_\_\_

Richard Johns  
52 92nd Street, Apt 3C  
Brooklyn, NY 11209

  
\_\_\_\_\_

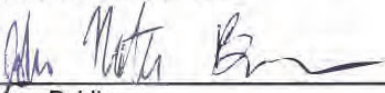
Jacqueline Tom  
70-31 108<sup>th</sup> Street, Apt 9J  
Forest Hills, NY 11375

  
\_\_\_\_\_

**Uniform Acknowledgment**

State of New York )  
 ) ss.:  
County of New York )

On the 16<sup>th</sup> day of October in the year 2023 before me, the undersigned, a Notary Public in and for said State, personally appeared Alexa Sewell, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that s(he) executed the same in her(his) capacity, and that by her(his) signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public



State of New York )  
 ) ss.:  
County of New York )

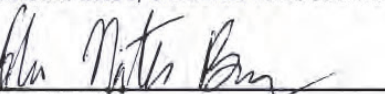
On the 16<sup>th</sup> day of October in the year 2023 before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Johns, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that s(he) executed the same in her(his) capacity, and that by her(his) signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public



State of New York )  
 ) ss.:  
County of New York )

On the 16<sup>th</sup> day of October in the year 2023 before me, the undersigned, a Notary Public in and for said State, personally appeared Jacqueline Tom, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that s(he) executed the same in her(his) capacity, and that by her(his) signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public





ADOLFO CARRIÓN JR.  
Commissioner  
KIMBERLY DARGA  
Deputy Commissioner  
DANIEL MORAN  
Assistant Commissioner

Office of Development  
Division of New Construction Finance  
100 Gold Street  
New York, NY 10038

**CONSENT OF THE DEPARTMENT OF HOUSING**  
**PRESERVATION AND DEVELOPMENT**

I, Daniel Moran, an Assistant Commissioner of the Department of Housing Preservation and Development of the City of New York, in reliance on the representations of the Incorporators, do this **12<sup>th</sup> day of October, 2023** hereby approve the ***Certificate of Incorporation of 68-19 Woodhaven Housing Development Fund Corporation*** for the purposes of, and as provided by, Article XI of the Private Housing Finance Law of the State of New York, and pursuant to said Article XI, do hereby certify that I consent to the filing of the ***Certificate of Incorporation*** with the Secretary of State of the State of New York.

  
Daniel Moran

 Printed on paper containing 30% post-consumer material.

Filed with the NYS Department of State on 10/16/2023  
Filing Number: 231016002281 DOS ID: 7158941

**UNI-37**

**CERTIFICATE OF INCORPORATION**

**OF**

**68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION**

**PURSUANT TO ARTICLE XI OF THE PRIVATE HOUSING FINANCE LAW AND**

**SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW**

**OF THE STATE OF NEW YORK**

Filed by: Jacqueline Tom  
(Name)

247 West 37<sup>th</sup> Street – 4<sup>th</sup> Floor  
(Mailing address)

New York, NY 10018  
(City, State and Zip code)

**Cust Ref# 6819W74300**

**DRAWDOWN**

:

**EXHIBIT B**

By-Laws

*(Follows)*

BY-LAWS OF  
68-19 WOODHAVEN HOUSING DEVELOPMENT FUND COMPANY, INC.  
(THE "CORPORATION")

Adopted on October 16<sup>th</sup>, 2023

ARTICLE I  
MEMBERSHIP

Section 1. Membership. The Corporation shall have a sole member, Settlement Housing Fund, Inc. (the "Member"), acting through its Housing Committee. Any action taken by the Member shall be taken in accordance with the Member's Bylaws.

Section 2. Annual Meeting of the Member The annual meeting of the Member shall be held in the month of June in each year, or as soon thereafter as may be practicable as set by the Board. The Board of Directors shall present at the Annual Meeting a report (i) certified by a firm of independent public accountants, or (ii) verified by the Chair and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Corporation;
- (b) the principal changes in assets and liabilities, including trust funds;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes; and
- (d) the expenses or disbursements of the Corporation for both general and restricted purposes.

The Annual Report needs to provide the above information as of the end of the twelve-month fiscal period terminating not more than six months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Corporation and a copy included in the minutes of the Annual Meeting.

If the Corporation is registered to solicit contributions in New York State under New York Executive Law Section 172-b, then the Corporation shall comply with the audit oversight requirements under the New York Not-for-Profit Corporation law.

Section 3. Special Actions Requiring Approval of the Member: The following corporate actions may not be taken without approval of the Member:

- (a) the election of the Directors of the Corporation;
- (b) any amendment of the certificate of incorporation;

- (c) a petition for judicial dissolution;
- (d) disposing of all, or substantially all, of the assets of the Corporation;
- (e) approval of a plan of merger or consolidation;
- (f) authorization of a plan of non-judicial dissolution; or
- (g) revocation of a voluntary dissolution proceeding.

ARTICLE II  
OFFICES

The principal office of the Corporation shall be in New York County, State of New York. The Corporation may also have offices at such other places as the Board of Directors (the “Board”) may from time to time determine or the business of the Corporation may require.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

- (a) The Board may, among other duties and responsibilities:
  - (i) Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation.
  - (ii) Employ and discharge persons for the furtherance of the purposes of the Corporation.
  - (iii) Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these Bylaws.
- (b) The Board shall:
  - (i) Direct the President and Secretary/Treasurer of the Corporation to present at the annual meeting of the Board a financial report, verified by the President and Secretary/Treasurer or a majority of the Directors, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board.



This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.

- (ii) Select all Officers for the Corporation and approve the members of any standing committee appointed by the President.

Section 2. Number. As required by the Certificate of Incorporation, the number of Directors constituting the entire Board shall be not less than three and not more than eleven. Subject to such minimum, the number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent Director. The "entire Board" shall consist of the number of directors that were elected as of the most recently held election of directors (provided such number if within the range specified in this Section) or the number set by the Board of Directors.

Section 3. Election and Term of Office. The Directors shall be elected by the Member and shall hold office for three year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next annual meeting at which the election of Directors is in the regular order of business and until his successor is elected or appointed and qualified. Directors may be elected to any number of consecutive terms.

Section 4. Qualification for Directors. Each Director shall be at least 18 years of age.

Section 5. Removal. Any Director may be removed at any time with or without cause by the Member. Any Directors may also be removed for cause by a vote of Directors then in office at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum present at such meeting; provided further that at least one week's notice of the proposed action shall have been given to the entire Board then in office.

Section 6. Resignation. Any Director may resign from the Board at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 7. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority of the Directors then in office, regardless of their number. The Directors so elected shall serve until the next annual meeting at which the election of Directors is the regular order of business and his successor is elected or appointed or qualified. A

vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- (a) the death, resignation or removal of any Director;
- (b) an increase in the authorized number of Directors by resolution of the Board; or
- (c) the failure of the Directors, at any annual or other meeting of Directors at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

Section 8. Meetings. Meetings of the Board may be held at any place as the Board may from time to time fix. As soon as practical after each Annual Meeting of the Member, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Other regular meetings of the Board shall be held no less than three times evenly spaced during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President, or any Director upon written demand of not less than three Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 9. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting of the Board, which notice shall, in the case of each annual and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken, shall be (i) delivered to each Director by e-mail or facsimile at least five days before the day on which the meeting is to be held; or (ii) mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary/Treasurer at least seven days before the day on which the meeting is to be held). To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by e-mail, facsimile, or telephone, or given personally, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice sent by email must be able to be reasonably determined to be sent by the Director. No notice need be given of any adjourned meeting.

Section 10. Quorum. Unless a greater proportion is required by law, the quorum shall be a majority of the entire Board.

Section 11. Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the

Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone, video conference or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the board. Participation by such means shall constitute presence in person at a meeting. The following acts of the Board require the affirmative vote of at least two-thirds (2/3) of the entire Board:

(a) a purchase, sale, mortgage or lease of real property of the Corporation if the property constitutes all or substantially all of the assets of the Corporation;

(b) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or

(c) an alteration to these Bylaws or Certificate of Incorporation of the Corporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote.

Section 12. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by a Director. If the consent is electronic it must be able to be reasonably determined to have been sent by a Director. The resolution and the written consents thereto by the Directors or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 13. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with board service. Subject to the Corporation's Conflicts of Interest Policy provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Board, a Director may receive payment for services provided to the Corporation in any capacity separate from his or her responsibilities as a Director.

#### ARTICLE IV

#### OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The Officers of the Corporation shall be a President, a Vice President and a Secretary/Treasurer and such other Officers, if any, including one or more, as the Board may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary/Treasurer. The President shall be a Director of the Corporation and shall not be an employee of the Corporation. The other Officers may, but need not, be Directors of the Board.

No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected for a one year term at the annual meeting of the Board, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 3. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the Board.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the Board. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board.

Section 7. Vice-President: Powers and Duties. The Vice President shall have such powers and duties as may be assigned to him or her by the Board. In the absence of the President, the Vice President in the order designated by the Board, shall perform the duties of the President.

Section 8. Secretary/Treasurer: Powers and Duties. The Secretary/Treasurer shall keep the minutes of the annual meeting and all meetings of the Board in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation, receiving the required annual disclosure statements and shall perform all the duties customarily incidental to the office of the Secretary/Treasurer, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

The Secretary/Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in

such banks or depositories as the Board may designate. The Secretary/Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and whenever required by the Board, render a statement of the Corporation's accounts and perform all duties incident to the position of Secretary/Treasurer, subject to the control of the Board.

Section 9. Compensation. No Officer or Director of the Corporation shall be permitted to receive a salary paid by the Corporation.

Section 10. Sureties and Bonds. In case the Board shall so require, any Officer or agent of the Corporation shall execute for the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property or funds of the Corporation that may come into his or her hands.

## ARTICLE V

### CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

## ARTICLE VI

### BOOKS

There shall be kept at the office of the Corporation: (1) correct books of account of the activities and transactions of the Corporation; (2) (2) minutes of the proceedings of the Board of Directors and any committees of the Board; (3) a current list of the Directors and Officers of the Corporation; (4) a copy of the Certificate of Incorporation (as amended) and these Bylaws; (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service; and (6) copies of the past three (3) years' Form 990 information returns and Form 990-T's (if any) filed with the Internal Revenue Service.

## ARTICLE VII

### POLICIES

The Board of Directors or designated committee of the Board, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Corporation, including, but not limited to, a Conflicts of Interest Policy;

provided, however, that no rule, regulations, policy or procedure may be adopted by the Corporation that is contrary to these Bylaws and applicable law as may be amended from time to time.

ARTICLE VIII  
FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE IX  
INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE X  
AMENDMENTS

These Bylaws may be amended or repealed by the Member or by the Board of Directors. Notice of the proposed amendments must be provided in writing before the meeting at which the amendments will be presented. Any amendment by the Board of Directors must also be consented to by the Member.

ARTICLE XI  
NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed,

sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by state or federal law.

## ARTICLE XII

### REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

**EXHIBIT C**

Certificate of Good Standing

*(Follows)*



**STATE OF NEW YORK**

**DEPARTMENT OF STATE**

**Certificate of Status**

I, ROBERT J. RODRIGUEZ, Secretary of State of the State of New York and custodian of the records required by law to be filed in my office, do hereby certify that upon a diligent examination of the records of the Department of State, as of the date and time of this certificate, the following entity information is reflected:

<b>Entity Name:</b>	SMJ WOODHAVEN OWNER LLC
<b>DOS ID Number:</b>	7076050
<b>Entity Type:</b>	DOMESTIC LIMITED LIABILITY COMPANY
<b>Entity Status:</b>	EXISTING
<b>Date of Initial Filing with DOS:</b>	09/11/2023
<b>Statement Status:</b>	CURRENT
<b>Statement Due Date:</b>	09/30/2025

I certify that the following is a list of documents on file in the Department of State for said entity:

---

<b>Document Type:</b>	ARTICLES OF ORGANIZATION
<b>Date of Filing:</b>	09/11/2023
<b>Entity Name:</b>	SMJ WOODHAVEN OWNER LLC

---

<b>Document Type:</b>	CERTIFICATE OF PUBLICATION
<b>Date of Filing:</b>	11/14/2023

Above space is left blank intentionally.

No information is available from this office regarding the financial condition, business activity or practices of this entity.

WITNESS my hand and official seal of the Department  
of State, at the City of Albany, on April 12, 2024 at  
09:35 A.M.



ROBERT J. RODRIGUEZ, Secretary of State

A handwritten signature in black ink that reads "Brendan C. Hughes".

By Brendan C. Hughes  
Executive Deputy Secretary of State

Authentication Number: 100005537168 To Verify the authenticity of this document you may access the  
Division of Corporation's Document Authentication Website at <http://ecorp.dos.ny.gov>

STATE OF NEW YORK

DEPARTMENT OF STATE

Certificate of Status

I, ROBERT J. RODRIGUEZ, Secretary of State of the State of New York and custodian of the records required by law to be filed in my office, do hereby certify that upon a diligent examination of the records of the Department of State, as of the date and time of this certificate, the following entity information is reflected:

**Entity Name:** 68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION  
**DOS ID Number:** 7158941  
**Entity Type:** DOMESTIC NOT-FOR-PROFIT CORPORATION (HOUSING DEVELOPMENT FUND COMPANY) (ARTICLE XI)  
**Entity Status:** EXISTING  
**Date of Initial Filing with DOS:** 10/16/2023

No information is available from this office regarding the financial condition, business activity or practices of this entity.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 09, 2024 at 11:33 A.M.

ROBERT J. RODRIGUEZ, Secretary of State

A handwritten signature in black ink that reads "Brendan C. Hughes".

By Brendan C. Hughes  
Executive Deputy Secretary of State

Authentication Number: 100005167943 To Verify the authenticity of this document you may access the  
Division of Corporation's Document Authentication Website at <http://ecorp.dos.ny.gov>

**Exhibit D**

Resolutions

*(Follows)*

**RESOLUTIONS OF THE BOARD OF DIRECTORS**

**OF**

**68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION**

The following resolutions were adopted by a majority at a meeting of the Board of Directors (the “Board”) of **68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION**, a not-for-profit corporation organized pursuant to Article XI of the Private Housing Finance Law and Section 402 of the Not-for-Profit Corporation Law of the State of New York (the “HDFC”), on October 19, 2023, proper notice of which was given to, or waived by, each of the members of the Board of Directors, and at which a quorum was present:

**WHEREAS**, the Board desires to acquire the nominee interest in that certain property located on Block 3148, in Lot 2, in the Borough of Queens, City and State of New York, said site having the street address 68-19 Woodhaven Boulevard, Rego Park, New York 11374 (the “Property”);

**WHEREAS**, pursuant to that certain Declaration of Interest and Nominee Agreement to be recorded in the City Register of the City of New York, Queens County, the Board desires to transfer beneficial ownership of the Property to SMJ Woodhaven Owner LLC, a New York limited liability company (the “Owner”), while retaining nominal record ownership of the Property;

**WHEREAS**, the Board desires that Low Income Investment Fund (“LIIF”) and Capital Impact Partners (“CIP”, and together with LIIF, collectively, the “Lenders”) provide a loan to Owner, as beneficial owner, and the HDFC, as nominee owner, in the aggregate principal amount of approximately 13,700,000 (the “Acquisition Loan”), to finance the acquisition of an affordable housing project on the Property (the “Project”), which Project will contain approximately 118 residential dwelling units;

**WHEREAS**, the Board deems it advisable and in the best interest of the HDFC that the HDFC: (a) acquire nominee ownership of the Property and transfer beneficial ownership of the Property to Owner and (b) obtain the Acquisition Loan (collectively, the “Transactions”).

**NOW, THEREFORE**, it is hereby:

**RESOLVED**, that the Board authorizes and approves the Transactions;

**FURTHER RESOLVED**, that Alexa Sewell as President of the HDFC, Richard Johns as Vice President of the HDFC, and Jacqueline Tom as Secretary/Treasurer of the HDFC, or their designees (each, an “Authorized Signatory”), are each hereby, directed and empowered to execute and deliver in the name and on behalf of the HDFC such documents as they approve, including, without limitation: contracts, loan agreements, reimbursement agreements, deeds of trust, mortgages, pledges, security agreements, declaration of interest and nominee agreements, regulatory agreements, subordination agreements, operating agreements, construction agreements, assumption agreements, assignments, disclosure statements, receipts, instructions, certificates,

authorizations acknowledgements, any and all amendments to the foregoing documents, and other documents relating to the Transactions, such approval to be conclusively (but not exclusively) evidenced by their execution thereof;

**FURTHER RESOLVED**, that all action taken and all instruments executed by the Authorized Signatory on behalf of the HDFC prior to the adoption of these resolutions, with respect to the Transactions and all matters related thereto, are hereby ratified, confirmed, and approved in all respects.

**[SIGNATURE PAGE FOLLOWS]**

## CERTIFICATION

I, the Secretary/Treasurer of the HDFC, hereby certify that these resolutions were passed by the Board of Directors of the HDFC on October 19, 2023 and these resolutions have not been revoked, amended, modified or changed.

  
\_\_\_\_\_  
Jacqueline Tom, Secretary/Treasurer

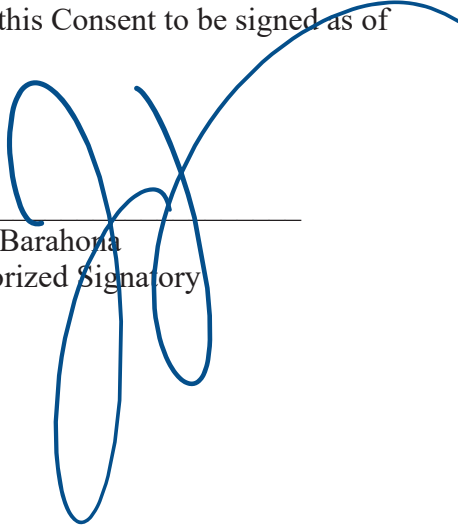
**COMPANY RESOLUTION  
OF  
SMJ Woodhaven Owner LLC**

The undersigned, being the sole member of SMJ Woodhaven Owner LLC (the “Company”), on behalf of the Company, adopts the following resolution by unanimous written consent:

**RESOLVED**, that the Company authorizes SMJ Development, its subsidiaries, SMJ Woodhaven Owner LLC, and/or their respective authorized signatories to execute documents as may be required by the New York State Department of Environmental Conservation documents in connection with the property known as 68-19 Woodhaven Boulevard, Queens, New York 11374 (the “Premises”) to implement the requirements of the NYSDEC Brownfield Cleanup Program including but not limited to executing the Brownfield Cleanup Agreement and to be bound thereby in accordance with the terms of the BCP.

IN WITNESS WHEREOF, the undersigned have caused this Consent to be signed as of February 27, 2024

By: \_\_\_\_\_  
Name: Juan Barahona  
Title: Authorized Signatory

A handwritten signature in blue ink, consisting of several large, overlapping loops and curves, positioned over the signature line and extending upwards and to the right.



STATE OF NEW YORK

DEPARTMENT OF STATE

Certificate of Status

I, ROBERT J. RODRIGUEZ, Secretary of State of the State of New York and custodian of the records required by law to be filed in my office, do hereby certify that upon a diligent examination of the records of the Department of State, as of the date and time of this certificate, the following entity information is reflected:

**Entity Name:** 68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION  
**DOS ID Number:** 7158941  
**Entity Type:** DOMESTIC NOT-FOR-PROFIT CORPORATION (HOUSING DEVELOPMENT FUND COMPANY) (ARTICLE XI)  
**Entity Status:** EXISTING  
**Date of Initial Filing with DOS:** 10/16/2023

No information is available from this office regarding the financial condition, business activity or practices of this entity.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 09, 2024 at 11:33 A.M.

ROBERT J. RODRIGUEZ, Secretary of State

A handwritten signature in black ink that reads "Brendan C. Hughes".

By Brendan C. Hughes  
Executive Deputy Secretary of State


Authentication Number: 100005167943 To Verify the authenticity of this document you may access the  
Division of Corporation's Document Authentication Website at <http://ecorp.dos.ny.gov>

**COMPANY RESOLUTION  
OF  
68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION**

The undersigned, being the Treasurer of 68-19 Woodhaven Housing Development Fund Corporation (the “Company”), hereby certifies that the following resolution was adopted by a majority at a meeting of the Board of Directors (“Board”) of the Company on February 27, 2024, proper notice of which was given to, or waived by, each of the members of the Board, and at which a quorum was present, and that this resolution has not been revoked, amended, modified or changed:

**RESOLVED**, that the Company authorizes SMJ Development, its subsidiaries, SMJ Woodhaven Owner LLC, and/or their respective authorized signatories to execute documents as may be required by the New York State Department of Environmental Conservation documents in connection with the property known as 68-19 Woodhaven Boulevard, Queens, New York 11374 (the “Premises”) to implement the requirements of the NYSDEC Brownfield Cleanup Program including but not limited to executing the Brownfield Cleanup Agreement and to be bound thereby in accordance with the terms of the BCP.

IN WITNESS WHEREOF, the undersigned has caused this Certification to be signed as of February 27, 2024.

By:   
\_\_\_\_\_  
Name: Jacqueline Tom  
Title: Treasurer

**BARGAIN AND SALE DEED WITH COVENANT AGAINST GRANTOR'S ACTS**

**BY AND AMONG**

**Z&Z WOODHAVEN LLC, a Delaware limited liability company,  
SMITH WOODHAVEN LLC, a Delaware limited liability company,  
CALIENDO WOODHAVEN LLC, a New York limited liability company,  
GD REGO VENTURE LLC, a New York limited liability company, and  
JM REGO VENTURE LLC, a New York limited liability company,  
as tenants-in-common**

**AND**

**68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION,  
a New York not-for-profit corporation**

**QUEENS COUNTY  
BLOCK: 3148  
LOT: 2**

**PLEASE RECORD AND RETURN TO:**

Hirschen Singer & Epstein LLP  
902 Broadway, 13th Floor  
New York, New York 10010  
Attention: Oliver G. Chase, Esq.

**BARGAIN AND SALE DEED WITH COVENANT AGAINST GRANTOR'S ACTS**

THIS INDENTURE, made the 19th of October, 2023 by and among Z&Z WOODHAVEN LLC, a Delaware limited liability company ("Z&Z"), SMITH WOODHAVEN LLC, a Delaware limited liability company ("Smith"), CALIENDO WOODHAVEN LLC, a New York limited liability company ("Caliendo"), GD REGO VENTURE LLC, a New York limited liability company ("GD"), and JM REGO VENTURE LLC, a New York limited liability company ("JM", together with Z&Z, Smith, Caliendo, and GD, as tenants-in-common, the "Grantor"), having an address at 70 Lafayette Street, 4th Floor, New York, New York, party of the first part, and 68-19 WOODHAVEN HOUSING DEVELOPMENT FUND CORPORATION, a New York not-for-profit corporation having an address at 247 West 37th Street, 4th Floor, New York, NY 10018 ("Grantee"), party of the second part.

WITNESSETH, that the party of the first part, in consideration of Ten Dollars (\$10.00) and other valuable consideration paid by the party of the second part, the receipt and sufficiency of which is hereby acknowledged by the party of the first part, does hereby grant and release unto the party of the second part, the heirs or successors and assigns of the party of the second part forever,

ALL that certain plot, piece or parcel of land, with the buildings, fixtures and improvements now or hereafter located or erected thereon, situate, lying and being in the Borough of Queens, City and State of New York, commonly known as 68-19 Woodhaven Boulevard, Rego Park, New York 11274 (identified as Block 3148, Lot 2, on the Queens County Tax Map), and bounded and described as set forth on **Schedule A** attached hereto and made a part hereof;

TOGETHER with all right, title and interest, if any, of the party of the first part in and to any streets, avenues and roads abutting the above described premises to the center lines thereof, any rights of way, rights of ingress or egress, appendages, appurtenances, easements, sidewalks, alleys, gores or strips of land adjoining or appurtenant to the above described premises and used in conjunction therewith, any development rights appurtenant to the above described premises and any award or payment made or to be made in lieu of any of the foregoing or any portion thereof and any unpaid award for damage to the above described premises by reason of change of grade or closing of any street, avenue or road;

TOGETHER with the appurtenances and all the estate and rights of the party of the first part in and to said premises;

TO HAVE AND TO HOLD the premises herein granted unto the party of the second part, the heirs or successors and assigns of the party of the second part, forever.

AND the party of the first part covenants that the party of the first part has not done or suffered anything whereby the said premises have been encumbered in any way whatever, except as aforesaid.

AND the party of the first part, in compliance with Section 13 of the Lien Law, covenants that the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the

cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

Being the same premises conveyed to the party of the first part pursuant to deed made by 68-19 Rego Park LLC, a New York limited liability company, dated May 1, 2021 and recorded on October 5, 2021 in CRFN 2021000390318.

[Remainder of page intentionally left blank; signature(s) follow]

IN WITNESS WHEREOF, the party of the first part has duly executed this deed the day and year first above written.

**GRANTOR:**

**Z&Z WOODHAVEN LLC**, a Delaware limited liability company

By:   
Peter Zuccarello, Member

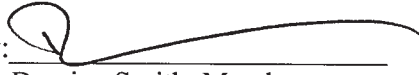
STATE OF NEW YORK     )  
  ) ss.  
COUNTY OF NEW YORK

On the 17<sup>TH</sup> day of OCTOBER in the year 2023, before me, the undersigned, personally appeared PETER ZUCCARELLO, personally to me known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

  
Notary Public

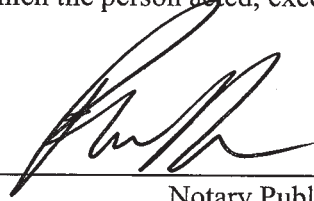
ELIZABETH C. GAHAGAN  
Notary Public, State of New York  
No. 01GA4804450  
Qualified in Kings County  
Commission Expires June 30, 2026

**SMITH WOODHAVEN LLC**, a Delaware limited liability company

By:   
Damien Smith, Member

STATE OF NEW YORK    )  
  ) ss.  
COUNTY OF New York    )

On the 16<sup>th</sup> day of October in the year 2023, before me, the undersigned, personally appeared DAMIEN SMITH, personally to me known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

  
Notary Public

**RONALD BENDER**  
**NOTARY PUBLIC, STATE OF NEW YORK**  
Registration No. 01BE6332514  
Qualified in NEW YORK County  
Commission Expires NOVEMBER 02, 2023

GD REGO VENTURE LLC, a New York limited liability company

By: Gandolfo DiFiore  
Gandolfo DiFiore, Member

STATE OF NEW YORK    )  
  ) ss.  
COUNTY OF NY        )

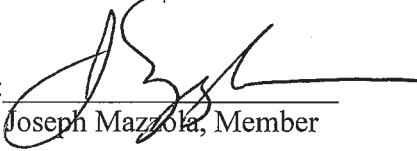
On the 17<sup>TH</sup> day of OCTOBER in the year 2023, before me, the undersigned, personally appeared GANDOLFO DIFILORE, personally to me known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

Elizabeth C. Gahagan  
Notary Public

ELIZABETH C. GAHAGAN  
Notary Public, State of New York  
No. 01GA4804450  
Qualified in Kings County  
Commission Expires June 30, 2026

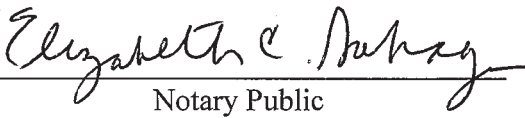


JM REGO VENTURE LLC, a New York limited liability company

By:   
Joseph Mazzola, Member


STATE OF NEW YORK     )  
  ) ss.  
COUNTY OF NEW YORK

On the 17<sup>TH</sup> day of OCTOBER in the year 2023, before me, the undersigned, personally appeared JOSEPH MAZZOLA, personally to me known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

  
Notary Public

ELIZABETH C. GAHAGAN  
Notary Public, State of New York  
No. 01GA4804450  
Qualified in Kings County  
Commission Expires June 30, 2026

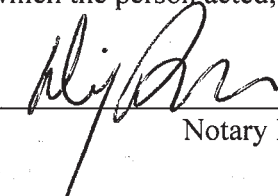
CALIENDO WOODHAVEN LLC, a New York  
limited liability company

By:   
Gerald Caliendo, Member

STATE OF NEW YORK     )  
  ) ss.  
COUNTY OF Queens     )

On the 16 day of October in the year 2023, before me, the undersigned, personally appeared GERALD CALIENDO, personally to me known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument

DHANRAJ BACHAN  
NOTARY PUBLIC, STATE OF NEW YORK  
Registration No. 01-BA6318307  
Qualified in Westchester County  
Commission Expires 01/26/2027

  
\_\_\_\_\_  
Notary Public

Schedule A

Block 3148, Lot 2, on the Queens County Tax Map

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough and County of Queens, City and State of New York and known and designated on a certain map entitled, "Section 2, Forest Hills West, 2<sup>nd</sup> Ward, Borough of Queens, property of the Matawok Land Co., New York City, Erlandsen & Crowell, Civil Engineers and City Surveyors" and which said map was filed June 22, 1922 as Map No. 4138 in the Office of the Clerk of the County of Queens as Part of Lot Nos. 2894, 2895, 2896, 2897 and Lot Nos. 2898, 2900, 2901, 2902, 2903, 2904, 2905 and 2906 (2894 to 2906 inclusive) in Block No. 72, said lots and part of lots when taken together are more particularly bounded and described as follows:

BEGINNING at the corner formed by the intersection of the northerly side of 68<sup>th</sup> Road with the easterly side of Woodhaven Boulevard;

RUNNING thence northerly along the westerly side of Woodhaven Boulevard, 98.54 feet;

THENCE in a northeasterly direction along a line forming an interior angle of 90 degrees 08' 21" with the easterly side of Woodhaven Boulevard, a distance of 98.37 feet;

THENCE southerly along a line forming an interior angle of 74 degrees 59' 33" with the preceding course, a distance of 18.58 feet;

THENCE easterly along the arc of a circle having a radius of 1240.00 feet, a distance of 174.00 feet;

THENCE southerly a distance of 100 feet to the northerly side of 68<sup>th</sup> Road, distant 229.76 easterly from the aforesaid corner;

THENCE westerly along the northerly side of 68<sup>th</sup> Road along the arc of a circle having a radius of 1140.00, a distance of 229.76 feet to the point or place of BEGINNING.