

POUGHKEEPSIE URBAN RENEWAL AGENCY
SPECIAL MEETING

November 19, 2024, 5:15pm

AGENDA

- I. ROLL CALL:**
- II. READING AND APPROVAL OF MINUTES:** None
- III. PUBLIC PARTICIPATION:**
- IV. NEW BUSINESS:**
 - 1. **RESOLUTION**, Authorizing the Mayor to Execute Two (2) Partial Release Documents Regarding Admiral Halsey
- V. OLD BUSINESS:**
- VI. ADJOURNMENT:**

**RESOLUTION OF THE POUGHKEPSIE URBAN
RENEWAL AGENCY AUTHORIZING THE MAYOR TO EXECUTE TWO (2) PARTIAL
RELEASE DOCUMENTS REGARDING ADMIRAL HALSEY**

INTRODUCED BY COUNCILMEMBER SHOOK

WHEREAS, the **Poughkeepsie Urban Renewal Agency** (“PURA”) entered into a Contract for Sale of Land for Redevelopment, dated as of September 24, 1974, and recorded on September 25, 1974 in the Dutchess County Clerk’s office at Liber 1392 of Deeds, Page 982, as modified by a certain Subordination Agreement, dated as of September 19, 2007, and recorded on September 28, 2007 with the Dutchess County Clerk at Document No. 01-2007-13643 (hereinafter the “Contract”), as well as an indenture (agreement), dated September 24, 1974, and recorded on September 25, 1974 in the Dutchess County Clerk’s Office at Liber 1392 of Deeds, Page 972 (hereinafter the “Indenture”), with **Admiral William F. Halsey Senior Village Inc.** regarding certain real property as described within each document; and

WHEREAS, the City of Poughkeepsie Planning Board has approved an application to subdivide the original real property into two lots; the first lot will retain the structure commonly known as “Admiral Halsey” or now referred to as “Admiral Halsey I” and the second, currently vacant lot, will be conveyed to **Admiral Housing II Housing Development Fund Company Inc.**, as nominee for and on behalf of **Admiral Halsey II, L.P.**; and

WHEREAS, to facilitate the development of the second lot, all parties agree to release the second lot from the Contract and the Indenture; the first lot will continue to be bound by the terms of the Contract and the Indenture.

NOW, THEREFORE, BE IT RESOLVED, that PURA hereby authorizes the Mayor’s signature on the attached **Partial Release and Modification of Indenture (Exhibit A)** and the **Partial Release and Modification of Contract for Sale of Land for Redevelopment (Exhibit B)** along with any forms which may be necessary to record the same with the Dutchess County Clerk.

SECONDED BY: _____

PARTIAL RELEASE AND MODIFICATION OF INDENTURE

THIS PARTIAL RELEASE AND MODIFICATION OF INDENTURE (this “**Partial Release**”) is made as of the ____ day of _____, 2024, by and between **ADMIRAL HALSEY APARTMENTS INC.**, a New York limited profit housing company organized pursuant to Article II of the Private Housing Finance Law of the State of New York (“**Article II**”) and Section 402 of the Not-for-Profit Corporation Law of the State of New York, having its office at 909 Third Avenue, 21st Floor, New York, New York 10022 (the “**HOUSING COMPANY**”), and **ADMIRAL HALSEY, L.P.**, a New York limited partnership, having an address at 909 Third Avenue, 21st Floor, New York, New York 10022 (the “**BENEFICIAL OWNER**”, and together with the Housing Company, the “**Owner**”), and the **POUGHKEEPSIE URBAN RENEWAL AGENCY**, a public benefit corporation having an address at [_____] (“**PURA**”).

W I T N E S S E T H:

WHEREAS, the Admiral William F. Halsey Senior Village, Inc., predecessor-in-interest to the Owner, acquired premises described on **Schedule A** (the “**Original Property**”); by that certain Indenture dated as of September 24, 1974, and recorded on September 25, 1974 in Liber 1392 Page 972 (the “**Indenture**”) in the Dutchess County Clerk’s Office, from PURA; and

WHEREAS, a multi-family residential rental housing project known as the Admiral William F. Halsey Senior Village is operating upon the Original Property under the terms of the Indenture; and

WHEREAS, as of the date hereof, the Housing Company and Beneficial Owner are conveying certain portions of the Original Property, as more particularly described in **Schedule B** (the “**Released Property**”), to **ADMIRAL HALSEY II HOUSING DEVELOPMENT FUND COMPANY, INC.**, a New York not-for-profit corporation organized pursuant to Article XI of the Private Housing Finance Law of the State of New York and Section 402 of the Not-for-Profit Corporation Law of the State of New York, as nominee for and on behalf of **ADMIRAL HALSEY II, L.P.**, a New York limited partnership, pursuant to a Bargain and Sale Deed and a Declaration of Interest and Nominee Agreement, each dated as of the date hereof and to be recorded simultaneously herewith in the Office of the Dutchess County Clerk; and

WHEREAS, prior to the conveyances described herein, the Housing Company and Beneficial Owner desire to release the Released Property from certain covenants and restrictions set forth in the Indenture pursuant to this Partial Release; and

WHEREAS, the Housing Company and Beneficial Owner will continue to serve as the legal and beneficial owners of the Original Property and will continue to be bound by the Indenture with respect thereto; and

NOW THEREFORE, in consideration of the compliance of the Owner with the terms of the Indenture, and to facilitate the development on the Released Property of the development to be known as Admiral Halsey II , PURA and the Owner agree to the following:

1. The Indenture, solely with respect to the Released Property, is hereby modified to release the Released Property from the covenants and restrictions set forth in the Indenture, except for those covenants and restrictions set forth in Section 1, sub-sections (d), (e), (f) and (g) of the Indenture.

2. This Partial Release applies only to the Released Property, and nothing contained herein shall in any way impair, alter, or diminish the effect of the Indenture with respect to all other property, rights and interests which are described in the Indenture, or otherwise impair, reduce, or release any of the rights and remedies thereunder.

3. Except as specifically modified herein, all terms and conditions of the Indenture remain unmodified and in full force and effect.

4. This Partial Release may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument.

The remainder of this page intentionally left blank. The next page is the signature page.

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release of Contract of Sale of Land for Redevelopment as of the date and year first written above.

HOUSING COMPANY:

ADMIRAL HALSEY APARTMENTS INC.,
a New York limited profit housing company

By: _____
Name: Michael Gilmartin
Title: Authorized Signer

COMPANY:

ADMIRAL HALSEY, L.P.,
a New York limited partnership

By: ADMIRAL HALSEY DEVELOPERS, LLC,
a New York limited liability company,
its general partner

By: _____
Name: Michael Gilmartin
Title: Authorized Signer

POUGHKEEPSIE URBAN RENEWAL AGENCY

By: _____
Name:
Title:

STATE OF NEW YORK)
)
COUNTY OF _____) SS.:

On the ____ day of _____, 2024, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, 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 he/she executed the same in his/her capacity, and that by his/her 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

STATE OF NEW YORK)
)
COUNTY OF _____) SS.:

On the ____ day of _____, 2024, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, 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 he/she executed the same in his/her capacity, and that by his/her 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

SCHEDULE A

LEGAL DESCRIPTION OF THE ORIGINAL PROPERTY

ALL that certain plot, piece or parcel of land, situate, lying and being in the City of Poughkeepsie, County of Dutchess and State of New York, and is more particularly described as follows:

BEGINNING at the point of intersection of the Northerly line of Main Street with the Easterly line of North Perry Street; thence northerly along the easterly line of North Perry Street the following two (2) courses:

1. North 14 degrees 18 minutes 30 seconds East 266.82 feet and
2. North 14 degrees 35 minutes 50 seconds East 121.38 feet

To a rebar found marking the northwesterly comer of the herein described premises; thence easterly along dividing line between the herein described premises on the south and the lands, now or formerly, of the City of Poughkeepsie on the north as marked in part by the remains of a chain link fence and concrete wall South 75 degrees 33 minutes 50 seconds East 231.43 feet to a point, said point being the northeasterly most comer of the herein described premises; thence southerly along the westerly line of the lands, now or formerly, of Bahrenburg (Deed Liber 1560, Page 853) on the east as marked in part by a concrete wall and the remains of a chain link fence the following three (3) courses:

1. South 19 degrees 04 minutes 40 seconds West 67.10 feet,
2. South 74 degrees 01 minutes 10 seconds East 10.83 feet and
3. South 13 degrees 00 minutes 20 seconds West 76.50 feet

To a rebar found; thence continuing southerly along the westerly line of Bahrenberg and the westerly line of lands, now or formerly, of Kiefert the following seven (7) courses:

1. South 71 degrees 55 minutes 00 seconds East 5.00 feet,
2. South 13 degrees 59 minutes 10 seconds West 64.00 feet,
3. South 73 degrees 42 minutes 20 seconds East 8.01 feet,
4. South 15 degrees 55 minutes 10 seconds West 25.87 feet,
5. South 76 degrees 52 minutes 40 seconds East 32.49 feet,
6. South 16 degrees 27 minutes 10 seconds West 117.31 feet and
7. South 15 degrees 39 minutes 50 seconds West 39.99 feet

to a point on the northerly line of Main Street; thence westerly along said road line North 75 degrees 04 minutes 50 seconds West 278.82 feet to the point or place of BEGINNING.

SCHEDULE B

LEGAL DESCRIPTION OF THE RELEASED PROPERTY

All that certain plot, piece or parcel of land situate, lying and being in the City of Poughkeepsie, County of Dutchess and State of New York known and designated as Proposed Lot 2 on a certain map entitled, "Subdivision Plat of Land of Admiral Halsey Apartments Inc." and filed in the Dutchess County Clerk's Office on November 12, 2024 as Map No. 12848, said Lot being bounded and described as follows:

BEGINNING at a point on the Easterly side of North Perry Street, distant North 13 degrees 54 minutes 20 seconds East along the Easterly side of North Perry Street, 138.03 feet from the corner formed by the intersection of the Northerly side of Main Street with the Easterly side of North Perry Street; said point also being where the division line between Proposed Lot 1 and Proposed Lot 2 on the above-mentioned map intersects the Easterly side of North Perry Street;

RUNNING THENCE along the Easterly side of North Perry Street, the following two (2) courses and distances:

1. North 13 degrees 54 minutes 20 seconds East, 128.79 feet;
2. North 14 degrees 11 minutes 40 seconds East, 121.38 feet to land now or formerly of City of Poughkeepsie;

THENCE along said land, South 75 degrees 58 minutes 00 seconds East, 231.43 feet to land now or formerly of John F. Bahrenburg, Trustee;

THENCE along said land, the following seven (7) courses and distances:

1. South 18 degrees 40 minutes 30 seconds West, 67.10 feet;
2. South 74 degrees 25 minutes 20 seconds East, 10.83 feet;
3. South 12 degrees 36 minutes 10 seconds West, 76.50 feet;
4. South 72 degrees 19 minutes 10 seconds East, 5.00 feet;
5. South 13 degrees 35 minutes 00 seconds West, 64.00 feet;
6. South 74 degrees 06 minutes 30 seconds East, 8.01 feet;
7. South 15 degrees 31 minutes 00 seconds West, 25.87 feet to the division line between Proposed Lot 1 and Proposed Lot 2 on the above-mentioned map;

THENCE along said division line, the following three (3) courses and distances:

1. North 75 degrees 28 minutes 14 seconds West, 70.40 feet
2. South 13 degrees 53 minutes 57 seconds West, 18.26 feet;
3. North 75 degrees 28 minutes 14 seconds West, 181.28 feet to the Easterly side of North Perry Street, at the point or place of BEGINNING.

PARTIAL RELEASE OF INDENTURE

BY AND BETWEEN

ADMIRAL HALSEY APARTMENTS INC.

AND

ADMIRAL HALSEY, L.P.

AND

POUGHKEEPSIE URBAN RENEWAL AGENCY

Location of Premises

Section: 6062

Block: 76

Lot: part of 911183

Dutchess County

City of Poughkeepsie

Record and Return to:

Nixon Peabody LLP

55 W 46th Street

New York, New York 10036

Attn: Joseph J. Lynch , Esq.

**PARTIAL RELEASE AND MODIFICATION OF CONTRACT FOR SALE OF LAND
FOR REDEVELOPMENT**

THIS PARTIAL RELEASE AND MODIFICATION OF CONTRACT FOR SALE OF LAND FOR REDEVELOPMENT (this “**Partial Release**”) is made as of the ____ day of _____, 2024, by and between **ADMIRAL HALSEY APARTMENTS INC.**, a New York limited profit housing company organized pursuant to Article II of the Private Housing Finance Law of the State of New York (“**Article II**”) and Section 402 of the Not-for-Profit Corporation Law of the State of New York, having its office at 909 Third Avenue, 21st Floor, New York, New York 10022 (the “**HOUSING COMPANY**”), and **ADMIRAL HALSEY, L.P.**, a New York limited partnership, having an address at 909 Third Avenue, 21st Floor, New York, New York 10022 (the “**BENEFICIAL OWNER**”, and together with the Housing Company, the “**Owner**”), and the Poughkeepsie Urban Renewal Agency, a public benefit corporation having an address at [_____] (“**PURA**”).

W I T N E S S E T H:

WHEREAS, the Admiral William F. Halsey Senior Village, Inc., predecessor-in-interest to the Owner, and PURA entered into that certain Contract for Sale of Land for Redevelopment dated as of September 24, 1974, and recorded on September 25, 1974 in Liber 1392 Page 982 (the “**Land Disposition Agreement**”), as modified by that certain Subordination Agreement, dated as of September 19, 2007 and recorded on September 28, 2007, in Document No. 01-2007-13643 in the Dutchess County Clerk’s Office, with respect to the premises described on **Schedule A** (the “**Original Property**”); and

WHEREAS, a multi-family residential rental housing project known as the Admiral William F. Halsey Senior Village is operating upon the Original Property under the terms of the Land Disposition Agreement; and

WHEREAS, as of the date hereof, the Housing Company and Beneficial Owner are conveying certain portions of the Original Property, as more particularly described in **Schedule B** (the “**Released Property**”), to **ADMIRAL HALSEY II HOUSING DEVELOPMENT FUND COMPANY, INC.**, a New York not-for-profit corporation organized pursuant to Article XI of the Private Housing Finance Law of the State of New York and Section 402 of the Not-for-Profit Corporation Law of the State of New York, as nominee for and on behalf of **ADMIRAL HALSEY II, L.P.**, a New York limited partnership, pursuant to a Bargain and Sale Deed and a Declaration of Interest and Nominee Agreement, each dated as of the date hereof and to be recorded simultaneously herewith in the Office of the Dutchess County Clerk; and

WHEREAS, prior to the conveyances described herein, the Housing Company and Beneficial Owner desire to release the Released Property from certain covenants and restrictions set forth in the Land Disposition Agreement pursuant to this Partial Release ; and

WHEREAS, the Housing Company and Beneficial Owner will continue to serve as the legal and beneficial owners of the Original Property and will continue to be bound by the Land Disposition Agreement with respect thereto; and

NOW THEREFORE, in consideration of the compliance of the Owner with the terms of the Land Disposition Agreement, and to facilitate the development on the Released Property of the development to be known as Admiral Halsey II, PURA and the Owner agree to the following:

1. The Land Disposition Agreement, solely with respect to the Released Property, is hereby modified to release the Released Property from the covenants and restrictions set forth in the Land Disposition Agreement, except for those covenants and restrictions set forth in Article IV, Section 1, sub-sections (b), (c), (d), and (e) of the Land Disposition Agreement.

2. This Partial Release applies only to the Released Property, and nothing contained herein shall in any way impair, alter, or diminish the effect of the Land Disposition Agreement with respect to all other property, rights and interests which are described in the Land Disposition Agreement, or otherwise impair, reduce, or release any of the rights and remedies thereunder.

3. Except as specifically modified herein, all terms and conditions of the Land Disposition Agreement remain unmodified and in full force and effect.

4. This Partial Release may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument.

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its general partner

By: _____
Name: Michael Gilmartin
Title: Authorized Signer

POUGHKEEPSIE URBAN RENEWAL AGENCY

By: _____
Name:
Title:

STATE OF NEW YORK)
)
COUNTY OF _____) SS.:

On the ____ day of _____, 2024, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, 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 he/she executed the same in his/her capacity, and that by his/her 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

STATE OF NEW YORK)
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COUNTY OF _____) SS.:

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FOR REDEVELOPMENT**

BY AND BETWEEN

ADMIRAL HALSEY APARTMENTS INC.

AND

ADMIRAL HALSEY, L.P.

AND

POUGHKEEPSIE URBAN RENEWAL AGENCY

Location of Premises

Section: 6062

Block: 76

Lot: part of 911183

Dutchess County

City of Poughkeepsie

Record and Return to:

Nixon Peabody LLP

55 W 46th Street

New York, New York 10036

Attn: Joseph J. Lynch , Esq.