

MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS
OF
BUILD NYC RESOURCE CORPORATION
HELD AT THE ONE LIBERTY PLAZA OFFICES OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
February 18, 2020

The following directors and alternates were present, constituting a quorum:

HeeWon Brindle-Khym
Andrea Feirstein
Brian Cook, alternate for Scott M. Stringer,
Comptroller of The City of New York
Anthony Del Vecchio
Barry Dinerstein, alternate for Marisa Lago,
Chair of the City Planning Commission of The City of New York
Pedram Mahdavi, alternate for Vicki Been,
Deputy Mayor for Housing and Economic Development
Jacques-Philippe Piverger
James Prendamano
Shanel Thomas
Betty Woo, alternate for James Johnson,
Corporation Counsel of The City of New York

The following directors were not present:

James Patchett
Marlene Cintron
Khary Cuffe
Albert De Leon
Robert Santos

Also present were (1) members of New York City Economic Development Corporation ("NYCEDC") staff and interns, (2) Scott Singer and Adam Gordon from Nixon Peabody LLP, (3) Arthur Cohen from Hawkins Delafield & Wood LLP, (4) Alex Deland from Katten Muchin Rosenman LLP and (5) other members of the public.

Eric Clement a Managing Director of NYCEDC , convened the meeting of the Board of Directors of Build NYC Resource Corporation ("Build NYC" or the "Corporation") at 9:24 a.m., at which point a quorum was present.

1. Adoption of the Minutes of the December 17, 2019 Board of Directors Meeting

Mr. Clement asked if there were any comments or questions relating to the minutes of the December 17, 2019 Board of Directors meeting. There were no comments or questions; a motion to approve such minutes was made, seconded and unanimously approved.

2. Financial Statements for December 31, 2019 (Unaudited)

Christine Robinson, Assistant Vice President of NYCEDC, presented the Corporation's Financial Statements for the four-month period ending December 31, 2019 (Unaudited). Ms. Robinson stated that in the six-month period, the Corporation recognized approximately \$456,000 in revenue from three transactions. Ms. Robinson stated that income derived from compliance, application, post-closing, and other fees totaled \$140,000 for the six-month period. Ms. Robinson stated that the Corporation recognized \$1.1 million in total expenditures for the six-month period ending December 31, 2019, consisting of the monthly management fee, public hearing expenses and marketing expenses.

3. Friends of New World Prep, Inc.

Emily Marcus, a Senior Project Manager for NYCEDC, presented for review and adoption an authorizing resolution for a tax-exempt and taxable revenue bond transaction for the benefit of Friends of New World Prep, Inc. and affiliate New World Preparatory Charter School and recommended the adoption of a SEQRA negative declaration that the project would not have a significant adverse impact on the environment. Ms. Marcus described the project and its benefits, as reflected in Exhibit A.

Mr. Piverger stated that the Finance Committee was satisfied with the information given by Corporation staff and after discussing issues related to the City's Department of Education and that the school's charter would be renewed, Mr. Piverger stated that the school would not have to revisit the renewal process for another five years. Comparing this project to the Build NYC portfolio of charter school deals, he stated it seems the school will most likely renew its charter without any issues. Mr. Piverger stated that in terms of the business itself there seemed to be a strong demand and interest from the community and that it was being well served so for all these reasons, including the debt service coverage ratio that was sufficient in the Finance Committee's perspective, and it seemed to be moving in the right direction. On behalf of the Finance Committee, Mr. Piverger recommended approval of this project.

In response to a question from Mr. Prendamano, Ms. Marcus stated that Friends has begun design but has not gone through procurement for construction yet and that Corporation staff will keep the Board updated once Friends selects its contractors. In response to a question from Mr. Del Vecchio, Ms. Marcus stated that Friends' 2019 financial statement showed cash flows from acquisition of fixed assets went down over \$4 million which was due to the purchase of 15 Treadwell and as part of the project Friends expects to be able to bring on an additional

few hundred students which will help with cash flows going forward. In response to a question from Mr. Cook, Ms. Marcus stated that the school's employees' salaries are increasing because of the expansion of grades at the project location.

There being no further comments or questions, a motion to approve the inducement resolution attached hereto as Exhibit B for the benefit of Friends of New World Prep, Inc. and SEQRA determination was made, seconded and unanimously approved.

4. Post-Closing Extension Fee Proposal

Ms. Marcus presented for the Post-Closing Extension Fee Proposal for Build NYC projects. Ms. Marcus described the proposal, as reflected in Exhibit I.

In response to a question from Ms. Feirstein, Ms. Marcus stated that for the New York City Industrial Development Agency ("NYCIDA" or the "Agency") extension fee schedule is based on the amount of project investment which is comparable to the amount of bonds issued for Build NYC projects. In response to a question from Mr. Cook, Ms. Marcus stated that the data that was provided is combined data for the Agency and Build NYC. In response to a question from Mr. Dinerstein, Ms. Marcus stated that the extension data for schools and not-for-profits will be increased to two and a half years and that she would report back to the Board with the rate of success for projects in the \$40 to \$100 million range. Ms. Marcus stated that NYCEDC compliance staff and the Build NYC Compliance Committee reserve discretion to modify and make specific recommendations for the post-closing fees that will be charged so for projects where there is a need or a special circumstance the Corporation has the ability to reduce the fees.

Mr. Dinerstein stated that he is concerned that with some of these projects that are extremely complicated the institutions sometimes are not as sophisticated and the Corporation should not assess these not-for-profits at a high rate and make them pay more as they struggle to complete their project so it would seem reasonable for the Corporation to reserve some discretion to modify the extension fee for projects that are more complicated than anticipated. Ms. Marcus state that the Build NYC Compliance Committee has that discretion. Mr. Omolade stated that in terms of setting the actual completion deadline one of the things that Corporation staff have done, and will continue to do, is to make sure that the deadlines are realistic and achievable by the school. Mr. Omolade stated that a lot of schools may be overly optimistic in terms of how much time it might take them to actually complete the project and Corporation staff will make sure that the school has reasonable expectations so that they are not coming back multiple times asking for an extension because they have been unable to complete a project based on an unachievable or overly optimistic timeframe. In response to a question from Mr. Cook, Ms. Marcus stated that traditionally all of the post-closing compliance fees were subject to compliance staff's discretion who use their best judgment and that these fees have not been formally codified when communicated to the applicants. Ms. Thomas stated that she would like to see the figures for the Agency and Build NYC and that she feels a little uncomfortable not knowing how many projects, especially the schools, fall into tier one

versus tiers two or three. Ms. Marcus stated that implementing this fee schedule is not time sensitive and that Corporation staff can follow up with the Board and provide that information. Ms. Marcus stated that the Corporation's data goes back to 2019 so Corporation staff can provide all of the data for that time period.

Mr. Prendamano stated that it's clear Corporation staff took precautions as evidenced by adding an additional six months to the extension schedule for not-for-profits so Board members should keep that in mind when reviewing the data for previous projects which makes sense because businesses in the private sector tend to be more involved than not-for-profits. Mr. Piverger stated that Corporation staff has shown how many deals received extensions so he would like to know how many of them fall within each tier of the schedule which would help the Board understand the ramification of the decision. Ms. Marcus stated that Corporation staff would follow up with the Board at the next Board meeting. Mr. Clement stated that Corporation staff will provide more information on the different tiers with respect to the charter school projects organized by time period and that this board item will be presented and voted on at a later time. In response to a question from Mr. Cook, Ms. Marcus stated that Build NYC's lowest tier was set at \$49 million and the Agency's lowest tier was set at \$25 million in order to have not-for-profits' smaller projects put into a lower tier.

4. Adjournment

There being no further business to come before the Board of Directors at the meeting, pursuant to a motion made, seconded and unanimously approved, the meeting of the Board of Directors was adjourned at 9:45 a.m.


Assistant Secretary

Dated: May 12, 2020
New York, New York

Exhibit A

Project Summary

The applicant is Friends of New World Prep, Inc., a New York not-for-profit corporation (“Friends”) and its affiliate, New World Preparatory Charter School (the “School”), a New York not-for-profit education corporation exempt from federal taxation pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended, operating as a public charter school. The School is seeking approximately \$42,000,000 in tax-exempt and/or taxable revenue bonds (the “Bonds”). Proceeds from the Bonds will be used, as part of a plan of financing, to finance or refinance the costs of (1) the demolition of three existing buildings located at 15 Treadwell Avenue, Staten Island and comprised of the church building consisting of approximately 5,700 square feet, the office building consisting of approximately 8,400 square feet, and the gymnasium/cafeteria building consisting of approximately 8,200 square feet, as well as one existing building located at 2230 Richmond Terrace, Staten Island consisting of approximately 9,600 square feet; (2) the acquisition, construction, renovation, equipping and furnishing of new and existing buildings located at 26 Sharpe Avenue, Staten Island totaling approximately 47,900 square feet consisting of a new addition and approximately 17,300 square feet of renovations and improvements, all for general classroom and administrative use, together with related site improvements of approximately 42,000 square feet (the “Facility”); (3) the acquisition, demolition and site improvements of the adjoining structures and parcels located at 40 Sharpe Avenue, Staten Island with a residential structure consisting of approximately 1,536 square feet and 25 Treadwell Avenue, Staten Island with a residential structure consisting of approximately 1,232 square feet (collectively, the “Ancillary Facilities”), all to be used for temporary modular units during construction of the Facility for general administrative use and future educational programming expansion; (4) funding a debt service reserve fund and capitalized interest; and (5) paying for certain costs related to the issuance of the Bonds (the “Project”). Friends may lease the Ancillary Facilities to the School, and will lease the Facility to the School, with the Facility to be operated by the School as a public charter school providing educational services to students in grades K-8.

Project Locations

15 Treadwell Avenue
Staten Island, New York 10302

26 Sharpe Avenue
Staten Island, New York 10302

25 Treadwell Avenue
Staten Island, New York 10302

40 Sharpe Avenue
Staten Island, New York 10302

2230 Richmond Terrace
Staten Island, New York 10302

Actions Requested

- Bond Approval and Authorizing Resolution.
- Adopt a SEQRA determination that the proposed project is an Unlisted action.

Anticipated Closing

Summer 2020

Friends of New World Prep, Inc.

Impact Summary

Employment	
Jobs at Application*:	90.5
Jobs to be Created at Project Location (Year 3)*:	40.0
Total Jobs (full-time equivalents)*	130.5
Projected Average Hourly Wage (excluding principals)*	\$35.93
Highest Wage/Lowest Wage*	\$48.00/\$18.00
*Employment and wage information is provided for the School.	

Estimated City Tax Revenues	
Impact of Operations (NPV 35 years at 6.25%)	\$11,692,860
One-Time Impact of Renovation	\$900,510
Total impact of operations and renovation	\$12,593,370
Additional benefit from jobs to be created	\$4,617,619

Estimated Cost of Benefits Requested: New York City	
MRT Benefit	\$682,500
NYC Forgone Income Tax on Bond Interest	\$540,159
Corporation Financing Fee	(\$235,000)
Total Cost to NYC Net of Financing Fee	\$987,659

Costs of Benefits Per Job	
Estimated Net City Cost of Benefits per Jobs in Year 3	\$7,587
Estimated City Tax Revenue per Jobs in Year 3	\$131,885

Estimated Cost of Benefits Requested: New York State	
MRT Benefit	\$493,500
NYS Forgone Income Tax on Bond Interest	\$2,032,192
Total Cost to NYS	\$2,525,692
Overall Total Cost to NYC and NYS	\$3,513,351

Sources and Uses

Sources	Total Amount	Percent of Total Financing
Bonds Proceeds	\$42,000,000	100%
Total	\$42,000,000	100%

Uses	Total Amount	Percent of Total Costs
Construction Hard Costs	\$28,970,150	70%
Construction Soft Costs	\$3,900,000	9%
Furnishings, Fixtures & Equipment	\$950,000	2%
Debt Service Reserve Fund	\$2,627,250	6%
Closing Fees	\$1,340,000	3%
Capitalized Interest	\$4,212,600	10%
Total	\$42,000,000	100%

Friends of New World Prep, Inc.

Fees

	Paid At Closing	On-Going Fees (NPV, 35 Years)
Corporation Fee	\$235,000	
Bond Counsel	Hourly	
Annual Corporation Fee	\$1,250	\$17,604
Bond Trustee Acceptance Fee	\$500	
Annual Bond Trustee Fee	\$500	\$7,042
Trustee Counsel Fee	\$5,000	
Total	\$242,250	\$24,645
Total Fees	\$266,895	

Financing and Benefits Summary

Robert W. Baird & Co. will serve as underwriter for the Bonds, which will be sold through a limited public offering. The Bonds will be issued as two series, a tax-exempt bond series (the "Series 2020A Bonds") in the amount of approximately \$41,400,000, and a taxable bond series (the "Series 2020B Bonds") in the amount of approximately \$600,000. The Series 2020A Bonds have an anticipated maturity of 35 years and the Series 2020B Bonds have an anticipated maturity of 4 years. It is expected that the Bonds will be secured by a gross revenue pledge, a debt service reserve fund, a repair and replacement fund and a first mortgage on the Facility and the Ancillary Facilities. Based on an analysis of the School's financial statements, there is an expected debt service coverage ratio of 1.7x.

Applicant Summary

Founded in 2018, Friends was created to support the goals, needs, and mission of the School. The School is a public charter school for students in grades K-8 whose mission is to provide an exceptional education by employing research-based strategies to raise academic achievement through academic rigor, personalization, focused professional development, and meaningful family engagement and collaboration with the larger community. A primary focus of the School is to work with students who come from homes where English is not the first language. The School has operated as a charter school authorized by the New York City Department of Education since February 17, 2010. Commencing in the 2018/2019 academic year, the School was granted permission to expand its existing 6-8 grades to include grade 5. Commencing with the 2019/2020 academic year, the School is expanding to include grades K-4. The School has operated on the existing site located at 26 Sharpe Avenue since inception. Friends purchased the site at which the School operates on June 19, 2019.

The Project will allow the School to continue to provide educational services to the community in Staten Island and will allow students to benefit from modern facilities that will provide up to date technology, science labs, classrooms and computer labs. Ultimately, this expansion should lead to the establishment of a New World Preparatory High School once application is made to, and is approved by, the City Department of Education.

Angelo Aponte, President of Friends

Mr. Aponte has over thirty years of experience in government and education. In previous roles, he has managed a combined budget of approximately \$100 million and has secured over \$21 million in Federal, State and Municipal grants for the College of Staten Island. Previously, he served as Secretary of the New York State Senate, Vice President for Finance and Administration at the College of Staten Island, Secretary and Commissioner of Housing for the State of New York under Governor Mario Cuomo, the New York City Commissioner of Consumer Affairs under Mayor Edward Koch, a Tenured Assistant Professor for CUNY, and as Chief Executive Officer for Morrison Group.

Friends of New World Prep, Inc.

Eugene Foley, President & CEO of the School

Mr. Foley has over 30 years of experience in the field of education as a teacher and administrator. In his early career, he worked as a teacher and administrator in Catholic schools across Florida, California, and New York. For two years, he took the opportunity to work with inner-city students in East New York and the Crown Heights sections of Brooklyn to further develop the Gary Klinsky Afterschool Programs. He joined the charter school system when he became Principal of the New York City School for Architecture, Engineering and Construction Industries in the South Bronx. There, he worked closely with the Board of Trustees, staff, students, and their families over his seven-year tenure to increase the school's graduation rate from less than 50% to over 80%. For the past four years, he has served as President/CEO of New World Prep. He works closely with the Principal of the School to offer a rigorous curriculum.

Employee Benefits

The School provides health insurance, employer contributions for retirement plans, and tuition assistance.

Recapture

Subject to recapture of the mortgage recording tax benefit.

SEQRA Determination

Unlisted action which, if implemented, will not potentially result in significant environmental impacts. Staff recommends the Board adopt a Negative Declaration for this project. The completed Environmental Assessment Form for this project has been reviewed and signed by Corporation staff.

Due Diligence

The Corporation conducted a background investigation of Friends and the School and found no derogatory information.

Compliance Check:	Not Applicable
Living Wage:	Compliant
Paid Sick Leave:	Compliant
Affordable Care Act:	ACA Coverage Offered
Bank Account:	Signature Bank
Bank Check:	Satisfactory
Supplier Checks:	Satisfactory
Customer Checks:	Satisfactory
Unions:	Not Applicable
Vendex Check:	No derogatory information was found.

Friends of New World Prep, Inc.

Attorney: Robert McLaughlin, Esq.
90 State Street, Suite 700
Albany, New York 12207

Accountant: Angelo Aponte
New World Preparatory Charter School
26 Sharpe Avenue
Staten Island, New York 10302

Underwriter: Brian Colon
Robert W. Baird & Co.
210 University Blvd, Suite 460
Denver, Colorado 80206

Community Board: Staten Island, CB #1

Board of Directors, Friends

Angelo Aponte, President
Jack Minogue, Vice President
Rev. Terry Troia, Secretary
Colleen Sorrentino, Treasurer
Henry Salmon

Board of Trustees, the School

Angelo Aponte
Rev. Terry Troia



PRIDE • RESPECT • EXCELLENCE • PURPOSE

January 15, 2020

Ms. Emily Marcus
Build NYC Resource Corporation
110 William Street
New York, NY 10038

RE: Friends of New World Prep, Inc. 2020 Revenue Bond Inducement Letter

Dear Ms. Marcus:

On behalf of the Friends of New World Prep, Inc. and its sole member, the New World Preparatory Charter School (together, the “Applicants”), I want to thank you for the opportunity to apply for our debt financing through Build NY Resource Corporation (the “Corporation”).

The proposed \$42,000,000 borrowing is to undertake a project (the “2020 Project”) consisting of the following: (1) the demolition of three existing buildings located at 15 Treadwell Avenue, Staten Island, New York and comprised of the church building, the office building, and the gymnasium/cafeteria building; (2) the acquisition, construction, renovation, equipping and furnishing of new and existing buildings located at 26 Sharpe Avenue, Staten Island, New York totaling approximately 47,900 square feet, including renovations and improvements to the remaining building, for general classroom and administrative use, together with related site improvements; (3) the acquisition, demolition and site improvements of the adjoining structures and parcels located at 40 Sharpe Avenue, Staten Island, New York and 25 Treadwell Avenue, Staten Island, New York, all to be used for temporary modular units during construction of the Facility for general administrative use and future educational programming expansion; (4) funding a debt service reserve fund and capitalized interest; and (5) paying for certain costs related to the issuance of the 2020 Bonds.

Issuing the 2020 Bonds through the Corporation is necessary and will allow the Applicants to achieve several capital and financial goals. The financing of the construction of the new school facility will allow the Charter School to continue to provide educational services to the community in Staten Island and will allow students to participate in modern classrooms that will provide up to date technology, science labs, classrooms and computer labs. Ultimately, this expansion should lead to the establishment of a New World Preparatory High School once application is made to, and is approved by, the City Department of Education.

26 Sharpe Avenue, Staten Island, NY 10302
718.705.8990



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This expansion will result in the retention of approximately 90 full-time jobs while allowing for the increase of an addition 40 new full-time equivalent employees when the new school is completed.

The availability of financing through the Corporation is cost effective for the Applicants. Since the debt will largely be tax-exempt, it is expected that the effective interest rate will be less than 7.00%. This interest rate will result in savings which will allow the Applicants to use its financial resources for the growth and education of its student population, thus fulfilling its mission to provides an exceptional education for students by employing research-based strategies to raise academic achievement through academic rigor and relevance, personalization, focused professional development, and meaningful family engagement and collaboration with the larger community. We believe that our approach allows our students to graduate with a strong academic foundation, an awareness of the needs of others, and with the social and emotional readiness needed to succeed in high school and graduate from college.

Thank you for the consideration of our application.

Vert truly yours,

Friends of New World Prep, Inc.

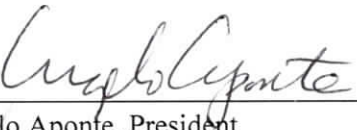
By: 
Angelo Aponte, President

Exhibit B

Resolution approving the financing of a certain facility for Friends of New World Prep, Inc. and New World Preparatory Charter School and authorizing the issuance and sale of approximately \$42,000,000 Tax-Exempt and Taxable Revenue Bonds (New World Preparatory Charter School Project), Series 2020 and the taking of other action in connection therewith

WHEREAS, Build NYC Resource Corporation (the “Issuer”) is authorized pursuant to Section 1411(a) of the Not-for-Profit Corporation Law of the State of New York, as amended, and its Certificate of Incorporation and By-laws, (i) to promote community and economic development and the creation of jobs in the non-profit and for-profit sectors for the citizens of The City of New York (the “City”) by developing and providing programs for not-for-profit institutions, manufacturing and industrial businesses and other entities to access tax-exempt and taxable financing for their eligible projects; (ii) to issue and sell one or more series or classes of bonds, notes and other obligations through private placement, negotiated underwriting or competitive underwriting to finance such activities above, on a secured or unsecured basis; and (iii) to undertake other eligible projects that are appropriate functions for a non-profit local development corporation for the purpose of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the City by attracting new industry to the City or by encouraging the development of or retention of an industry in the City, and lessening the burdens of government and acting in the public interest; and

WHEREAS, Friends of New World Prep, Inc., a New York not-for-profit corporation (the “Applicant”), and its affiliate, New World Preparatory Charter School, a New York not-for-profit education corporation operating as a public charter school (the “School”), entered into negotiations with officials of the Issuer with respect to the financing of the costs of (i) the demolition of three existing buildings located at 15 Treadwell Avenue, Staten Island, New York and comprised of the church building consisting of approximately 5,700 square feet, the office building consisting of approximately 8,400 square feet, and the gymnasium/cafeteria building consisting of approximately 8,200 square feet, as well as one existing building located at 2230 Richmond Terrace, Staten Island, New York consisting of approximately 9,600 square feet; (ii) the acquisition, construction, renovation, equipping and furnishing of new and existing buildings located at 26 Sharpe Avenue, Staten Island, New York totaling approximately 47,900 square feet consisting of a new addition and approximately 17,300 square feet of renovations and improvements, all for general classroom and administrative use, together with related site improvements of approximately 42,000 square feet (the “Facility”), the Facility to be owned by the Applicant and leased to the School and operated by the School as a public charter school providing educational services to students in grades K-8; and (iii) the acquisition, demolition and site improvements of the adjoining structures and parcels located at 40 Sharpe Avenue, Staten Island, New York with a residential structure consisting of approximately 1,536 square feet and 25 Treadwell Avenue, Staten Island, New York with a residential structure consisting of approximately 1,232 square feet (collectively, the “Ancillary Facilities”), all to be used for temporary modular units during construction of the Facility for general administrative use and future educational programming expansion (clauses (i), (ii) and (iii) being collectively, the “Project”), and which Ancillary Facilities may be leased by the Applicant to the School; and

WHEREAS, the Applicant has submitted an Application (the “Application”) to the Issuer to initiate the accomplishment of the above; and

WHEREAS, the Application sets forth certain information with respect to the Applicant, the School and the Project, including the following: that the purpose of the Applicant is to support the goals and needs of the School; that the School has operated a charter school authorized by the City’s Department of Education since February 17, 2010; that commencing in the 2018/2019 academic year, the School was granted permission to expand its existing 6-8 grades to include grade 5, and commencing with the 2019/2020 academic year, the School is expanding to include grades K-4; that the School has operated on the existing site located at 26 Sharpe Avenue, Staten Island, New York since its inception; that the Applicant purchased the School site on June 19, 2019 and intends to own the Facility in order to lease the Facility to the School; that the Applicant will also own the Ancillary Facilities and may lease the Ancillary Facilities to the School; that the Project will allow the School to continue to provide educational services to the community in Staten Island and will allow students to participate in modern classrooms that will provide up to date technology, science labs, classrooms and computer labs; that ultimately, this expansion should lead to the establishment of a New World Preparatory High School once application is made to, and is approved by, the City’s Department of Education; that the Applicant has approximately 90 full-time equivalent employees at the Facility, and the completion of the Project will result in the addition of approximately 40 new full-time equivalent employees; that the Project will provide the School with the ability to educate grades K-8 on one site; that the financing of the Project costs with the Issuer’s financing assistance will allow the Applicant and the School to use their financial resources for the growth and education of the student population; and that, therefore, the Issuer’s financing assistance is necessary to assist the Applicant in proceeding with the Project; and

WHEREAS, in order to finance a portion of the cost of the Project, the Issuer intends to issue its Tax-Exempt and Taxable Revenue Bonds (New World Preparatory Charter School Project), Series 2020 in the aggregate principal amount of approximately \$42,000,000 (or such greater principal amount not to exceed \$46,200,000) (the “Bonds”), as may be determined by a certificate of determination of an authorized officer of the Issuer (the “Certificate of Determination”), all pursuant to an Indenture of Trust (the “Indenture”) to be entered into between the Issuer and U.S. Bank, National Association, as trustee (the “Trustee”); and

WHEREAS, the Issuer intends to loan the proceeds of the Bonds to the Applicant (and, if determined by Certificate of Determination, the School), pursuant to a Loan Agreement (the “Loan Agreement”) to be entered into among the Issuer, the Applicant and the School, and the Applicant (and, if determined by Certificate of Determination, the School) will execute one or more promissory notes in favor of the Issuer (and endorsed by the Issuer to the Trustee) (collectively, the “Promissory Notes”) to evidence the obligation under the Loan Agreement to repay such loan; and

WHEREAS, the Bonds are to be secured by: (i) a collateral assignment of lease and one or more mortgage liens on and security interests in the Facility and the Ancillary Facilities granted by the Applicant and the School, as mortgagor, to the Issuer and the Trustee, as mortgagees, pursuant to one or more Mortgage and Security Agreements (collectively, the “Mortgage”), which Mortgage will be assigned by the Issuer to the Trustee pursuant to one or more

Assignments of Mortgage and Security Agreement from the Issuer to the Trustee (collectively, the “Assignment of Mortgage”); (ii) if determined by the Certificate of Determination, the revenues of the Applicant and/or the School pursuant to an Account Control Agreement among the Applicant (and/or the School), the Applicant’s depository bank and the Trustee (the “Account Control Agreement”); and (iii) an Assignment of Contracts, Licenses and Permits (the “Assignment of Contracts”) from the Applicant, and if determined by Certificate of Determination, the School, to the Trustee;

NOW, THEREFORE, BE IT RESOLVED BY BUILD NYC RESOURCE CORPORATION, AS FOLLOWS:

Section 1. The Issuer hereby determines that the financing of the costs of the Project by the Issuer will promote and is authorized by and will be in furtherance of the corporate purposes of the Issuer.

Section 2. The Issuer hereby approves the Project and authorizes the Applicant to proceed with the Project as set forth herein, which financing will be effected in part through the issuance of the Bonds of the Issuer, which Bonds will be special limited revenue obligations of the Issuer payable solely from the revenues and other amounts derived pursuant to the Loan Agreement and the Promissory Note.

Section 3. To provide for the financing of the Project, the issuance of the Bonds by the Issuer is hereby authorized subject to the provisions of this Resolution and the Indenture hereinafter authorized.

The Bonds shall be issued as fully registered bonds in one or more tax-exempt and taxable series, shall be dated as provided in the Indenture, shall be payable as to principal and redemption premium, if any, at the principal office of the Trustee, shall be payable semi-annually as to interest by check, draft or wire transfer as provided in the Indenture, shall bear interest at annual fixed rates (such final rates to be determined by the Certificate of Determination), shall be subject to optional and mandatory redemption and tender as provided in the Indenture and shall be payable as provided in the Indenture until the payment in full of the principal amount thereof, all as set forth in the Bonds. The Tax-Exempt Bonds shall be issued in the approximate principal amount of \$41,400,000, shall bear interest payable semi-annually at annual rates of interest not to exceed 8%, and shall mature approximately 35 years following their date of issuance (such final interest rates, principal amount and maturity to be determined by the Certificate of Determination). The Taxable Bonds shall be issued in the approximate principal amount of \$600,000, shall bear interest payable semi-annually at annual rates of interest not to exceed 10%, and shall mature approximately 4 years following their date of issuance (such final interest rates, principal amount and maturity to be determined by the Certificate of Determination).

The provisions for signatures, authentication, payment, delivery, redemption and number of Bonds shall be set forth in the Indenture hereinafter authorized.

Section 4. The Bonds shall be secured by the pledge effected by the Indenture and shall be payable solely from and secured by a pledge of the loan payments, revenues and receipts payable under the Loan Agreement and the Promissory Notes to the extent set forth in the

Loan Agreement and the Indenture hereinafter authorized. The Bonds, together with the interest thereon, are special limited revenue obligations of the Issuer, payable solely as provided in the Indenture, including from moneys deposited in the Revenue Fund, the Bond Funds, the Debt Service Reserve Funds, the Repair and Replacement Reserve Funds, the Project Funds, the Renewal Fund and such other funds as established under the Indenture (subject to disbursements therefrom in accordance with the Loan Agreement and the Indenture), and shall never constitute a debt of the State of New York or of The City of New York, and neither the State of New York nor The City of New York shall be liable thereon, nor shall the Bonds be payable out of any funds of the Issuer other than those pledged therefor. The payment of the principal of, redemption premium, if any, and interest on the Bonds will be secured pursuant to the Mortgage, the Account Control Agreement and the Assignment of Contracts.

Section 5. The Bonds are authorized to be sold to Robert W. Baird & Co. or an affiliate thereof, as underwriter or placement agent (or such other or additional banking firm or firms as shall be approved by Certificate of Determination) (the "Investment Bank"), or placed by the Investment Bank with such institution(s) as shall be approved by the Certificate of Determination, in each case at such purchase price as shall be approved by the Certificate of Determination.

Section 6. The execution, as applicable, and delivery of the Indenture, the Loan Agreement, the endorsement of the Promissory Notes to the Trustee, a Preliminary Official Statement or Preliminary Offering Memorandum with respect to the Bonds (the "Preliminary Offering Statement"), a final Official Statement or Offering Memorandum with respect to the Bonds (the "Offering Statement"), a Bond Purchase Agreement or Bond Placement Agreement among the Applicant, the School, the Issuer and the Investment Bank, the Assignment of Mortgage, a Building Loan Agreement among the Issuer, the Applicant and the Trustee, a Letter of Representation and Indemnity Agreement from the Applicant and the School to the Issuer, the Trustee and the Investment Bank, and a Tax Regulatory Agreement from the Issuer, the Applicant and the School to the Trustee (the documents referenced in this Section 6 being, collectively, the "Issuer Documents"), each being substantially in the form approved by the Issuer for prior financings, are hereby authorized. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director and General Counsel of the Issuer are hereby authorized to execute, acknowledge and deliver each such Issuer Document. The execution and delivery of each such Issuer Document by said officer shall be conclusive evidence of due authorization and approval.

Section 7. The Issuer hereby authorizes the distribution of the Preliminary Offering Statement and the Offering Statement with respect to the Bonds to prospective purchasers of the Bonds.

Section 8. All covenants, stipulations, obligations and agreements of the Issuer contained in this Resolution and contained in the Issuer Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Issuer to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Issuer and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Issuer or the

members thereof by the provisions of this Resolution and the Issuer Documents shall be exercised or performed by the Issuer or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in any of the Issuer Documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member, director, officer, agent or employee of the Issuer in his individual capacity, and neither the members of the Issuer nor any officer executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 9. The officers of the Issuer are hereby designated the authorized representatives of the Issuer, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution, the Issuer Documents and the issuance of the Bonds.

Section 10. The Issuer is hereby authorized to cause the Applicant and the School to proceed with the Project, the agreed costs thereof to be paid by the Issuer by the application of the proceeds of the Bonds, all as particularly authorized by the terms and provisions of the Loan Agreement. The Applicant and the School are authorized to proceed with the Project; provided, however, that it is acknowledged and agreed by the Applicant and the School that neither the Issuer nor any of its members, directors, officers, employees, agents or servants shall have any personal liability for any action taken by the Applicant or the School for such purpose or for any other purpose.

Section 11. Any expenses incurred by the Issuer with respect to the Project and the financing thereof shall be reimbursed out of the proceeds of the Bonds or, in the event such proceeds are insufficient after payment of other costs of the Project or the Bonds are not issued by the Issuer due to inability to consummate the transactions herein contemplated, shall be paid by the Applicant and the School. By accepting this Resolution, the Applicant and the School agree to pay such expenses and further agree to indemnify the Issuer, its members, employees and agents and hold the Issuer and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Issuer in good faith with respect to the Project and the financing thereof.

Section 12. In connection with the Project, the Issuer intends to grant the Applicant and the School financing assistance in the form of the issuance of the Bonds and exemptions or deferrals of mortgage recording tax.

Section 13. Any qualified costs incurred by the Applicant or the School in initiating the Project shall be reimbursed by the Issuer from the proceeds of the Bonds; provided that the Issuer incurs no liability with respect thereto except as otherwise provided in this Resolution.

Section 14. The Issuer, as lead agency, is issuing this determination pursuant to the State Environmental Quality Review Act ("SEQRA") (Article 8 of the Environmental Conservation Law) and implementing regulations contained in 6 NYCRR Part 617. This

determination is based upon the Issuer's review of information provided by the Applicant and the School and such other information as the Issuer has deemed necessary and appropriate to make this determination.

The Issuer has determined that the proposed Project, an Unlisted action, pursuant to SEQRA and the implementing regulations, will not have a significant effect on the environment and that a Draft Environmental Impact Statement will not be prepared. The reasons supporting this determination are as follows:

1. The proposed Project will not result in a substantial adverse change in existing traffic, air quality, or noise levels. The school population and employees are expected to use public transit to travel to/from the proposed school.

2. The proposed Project would not result in significant adverse impacts on cultural, archaeological, architectural, or aesthetic resources or the existing neighborhood.

3. The proposed Project would not result in significant adverse impacts to natural resources, critical habitats, or water quality. The proposed Project site is located within the City's coastal zone boundary. Having reviewed the materials submitted by the Applicant and the School regarding this action, the Issuer finds that the proposed action is consistent with the policies comprising the City's Waterfront Revitalization Program (WRP) and that the proposed action would not hinder the achievement of the WRP.

4. The proposed Project would not result in a change in existing zoning or land use. The proposed use would be as-of-right under zoning.

5. A Phase I Environmental Site Assessment conducted on the Project site in November 2018 identified that the site had previously been used for various automotive operations (including a filling station and car wash) and contained several gasoline undergoing storage tanks. A Phase II investigation was indicated. The Phase II, performed in January 2019, found:

Soil

- The VOCs ethylbenzene and total xylenes were each detected above their respective UUSCOs, but below their respective CSCOs in soil samples SB-2(8-10) and SB-6(5-7). No other VOCs were detected above their respective UUSCOs or CSCOs.
- SVOCs were detected in all seven samples at concentrations below their respective UUSCOs and CSCOs. Detections primarily consisted of polycyclic aromatic hydrocarbons (PAHs), a class of SVOCs found in some petroleum products, coal ash, and fill material, as well as 1,1'-biphenyl and naphthalene, which naturally occur in coal tar, crude oil, and natural gas.
- The metals lead and mercury were detected above their respective UUSCOs, but below their respective CSCOs in soil samples SB-1(0-2) and SB-5(0-2). Additionally, lead was detected above its UUSCO, but below its CSCO in soil sample SB-7(0-2).

Groundwater

- Ethylbenzene was detected in samples TW-2 and TW-3 at concentrations of 9.7 micrograms per liter (µg/L) and 55 µg/L, respectively, above the TOGS of 5 µg/L. Isopropylbenzene was detected in sample TW-3 at a concentration of 23 µg/L, above the TOGS of 5 µg/L. M/p-xylene was detected at concentrations of 13 µg/L and 94 µg/L in samples TW-2 and TW-3, respectively, above the TOGS of 5 µg/L. Groundwater samples TW-2 and TW-3 were collected within the vicinity of the two active No. 2 fuel oil underground storage tanks (USTs).
- The SVOC 1,1'-biphenyl was detected in sample TW-3 at a concentration of 25 µg/L, above the TOGS of 5 µg/L. Naphthalene was detected in samples TW-2 and TW-3 at concentrations of 20 µg/L and 130 µg/L, respectively, above the TOGS of 10 µg/L. No other SVOCs were detected above their respective TOGS.

Spill

- Based on field observations and the soil and groundwater analytical results, a spill was reported to the New York State Department of Environmental Conservation (NYSDEC) on January 8, 2019. NYSDEC Spill No. 1810267 was assigned to the Site and was open, as of the date of the Phase II Report.

Measures to be implemented during the construction of the proposed Project:

- Due to the presence of volatile organic compounds in the soil and groundwater, a vapor barrier must be included in the design of the site's foundation to mitigate for any potential vapor intrusion into the building. The vapor barrier should consist, at a minimum, of a 20-mil barrier product and a ventilation system may be required.
- Historic fill is present on the subject property and will require special handling and off-site disposal. This material cannot be reused during site redevelopment.
- Applicant and the School must work with NYSDEC to close the aforementioned spill.

With the implementation of the aforementioned measures, the proposed Project would not result in any significant impacts related to hazardous materials.

6. No other significant effects upon the environment that would require the preparation of an Environmental Impact Statement are foreseeable.

Section 15. This Resolution is subject to the approval of a private investigative report with respect to the Applicant and the School, which approval shall be conclusively evidenced by the delivery of the Issuer Documents authorized pursuant to Section 6 hereof. The provisions of this Resolution shall continue to be effective until one year from the date hereof, whereupon the effectiveness of this Resolution shall terminate (except with respect to the matters contained in Section 11 hereof) unless (i) prior to the expiration of such year the Issuer shall (x) have issued the Bonds for the Project, or (y) by subsequent resolution extend the effective period of this Resolution, or (ii) the Applicant and the School shall be continuing to take affirmative steps to secure financing for the Project.

Exhibit C

BUILD NEW YORK CITY RESOURCE CORPORATION

POST-CLOSING EXTENSION FEE UPDATE

The Build New York City Resource Corporation (the “Corporation”) is committed to providing financial support for various projects (“Project” or “Projects”). Each Project that is approved by the Corporation’s Board of Directors (the “Board”) and successfully closes with the Corporation is obligated to meet a Construction Completion Deadline (the “Deadline”) by which Project work must be substantially completed. The Corporation’s current policy is to set a Deadline that is approximately 2-years from the Project closing date. Projects that are larger, more expensive and more complicated than average are typically given a longer Deadline. When a Project fails to meet its deadline, it must request an extension (the “Extension”) of the original Deadline from the Corporation. For each Extension requested, the Corporation charges a flat post-closing Extension fee (the “Fee”) of \$2,500. The Fee is not typically modified or altered.

Based on comments from the Corporation’s Board, Corporation staff conducted a review of the existing Fee policy and proposes a revised fee structure as follows:

Number of Extensions			
	1	2	3
Bond Amount < \$40M	\$2,500	\$5,000	\$10,000
\$40M ≥ Bond Amount < \$100M	\$10,000	\$20,000	\$30,000
Bond Amount ≥ \$100M	\$25,000	\$50,000	\$100,000

- Fees will be based upon a dual-tiered pricing matrix that considers (1) Project investment¹ and (2) the number of Extensions previously granted by the Corporation.
- Tying the Fee to the size of the Project investment prevents the Fee from being detrimental to the Project’s success.
- Increasing the Fee based on the number of Extensions previously granted by the Corporation provides a deeper financial incentive for Projects to minimize delays in their schedules.
- Fees will continue to be reviewed and updated periodically.

¹ Project investment is equal to hard costs, soft costs, fixtures, furnishings, machinery and equipment purchases.