

**Build NYC Resource Corporation
Finance Committee Discussion**

The Finance Committee convened on July 19, 2022, to discuss the following projects:

- Aero JFK, LLC
- Loyola School

Finance Committee Members: Anthony Del Vecchio, Barry Dinerstein, Jacques-Philippe Piverger, and Andrea Feirstein

Build NYC Staff Members: Emily Marcus, Noah Schumer, and Christine Robinson

Start: 4:30 PM

End: 4:45 PM

Aero JFK, LLC

Aero JFK, LLC (the “Borrower”), a Delaware limited liability company, as borrower, is a wholly owned subsidiary of Realterm Airport Logistics Properties, LP, an affiliate of Aeroterm Management, LLC (“Aeroterm”), a Delaware limited liability company that develops logistics and support facilities at airports in North America and Europe. The Borrower was formed for the purpose of developing and owning two air cargo facilities at Cargo Area B of John F. Kennedy International Airport (“JFK Airport”). The Borrower is seeking \$64,495,600 in tax-exempt and/or taxable bonds (collectively, the “Bonds”), including not to exceed \$64,495,600 in qualified tax-exempt bonds issued pursuant to section 142(a)(1) of the Internal Revenue Code of 1986, as amended (the “Code”). Proceeds from the Bonds will be used as part of a plan of finance to: (a) refund the New York City Industrial Development Agency (“NYCIDA”) Special Airport Facilities Revenue and Refunding Bonds (TRrIPs Obligated Group), Series 2012A (the “NYCIDA Series 2012A Refunding Bonds”) which, at the time of issuance of the Bonds, is expected to be outstanding in the principal amount of \$62,015,000, the proceeds of which NYCIDA Series 2012A Refunding Bonds were used to refund in whole the NYCIDA Special Airport Facility Revenue Bonds (2001 Airis JFK I, LLC Project at JFK International Airport), Series 2001A Bond (the “NYCIDA Series 2001A Bonds”), the proceeds of which NYCIDA Series 2001A Bonds were used to finance (x) the construction of an approximately 262,515 square foot air cargo and aircraft related service facility, located on land leased from The Port Authority of New York and New Jersey (the “Port Authority”) at a site known as Building 23 (Tract 8) in Cargo Area B at JFK Airport, (y) the construction of an approximately 172,100 square foot air cargo and aircraft related service facility, located at a site known as Building 21 (Tract 9A) in Cargo Area B at JFK Airport (both the Tract 8 and Tract 9A sites are located on a portion of Tax Block 14260, Lot 1—the “Project Location”), and (z) the making of site improvements and the acquisition of fixtures in connection with each facility; (b) fund a debt service reserve fund, if and to the extent needed; and (c) finance a portion of the issuance costs of the Bonds (all together, the “Project”).

Mr. Dinerstein asked when the buildings involved in the project were built.

Mr. Schumer responded that they were built in 2001.

Mr. Dinerstein asked whether Aeroterm is the same company that Build NYC authorized a different project for earlier this year. He also asked whether there was any additional construction work involved with this transaction.

Mr. Schumer responded in the affirmative to the former question. With regard to the latter question, he stated that this project was only a refinancing, with no additional construction work.

Mr. Dinerstein asked whether the company was confident the refinancing would still take place despite rising interest rates.

Mr. Schumer stated that the company intended to pursue the refinancing, but that they had been transparent with Corporation staff that the refinancing may not take place until several months into the future, depending on market conditions.

Mr. Del Vecchio asked whether the projected 4.25% interest rate would be a fixed rate.

Mr. Schumer stated that the expectation was the interest rate would be fixed, subject to the bond purchasing agreement determined in the public offering process.

The Committee recommended the Project to seek authorization at the July 26th Board meeting.

Loyola School

Loyola School (the "School"), a New York not-for-profit education corporation which is exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is seeking approximately \$10,000,000 in tax-exempt bonds (the "Bonds"). Proceeds of the Bonds will be used as part of a plan to finance or refinance the renovation, furnishing, and equipping of the School's two existing, and adjacent seven-story buildings leased by the School from an affiliate, consisting of (i) a 26,744 square foot building located at 65 E 83rd Street, New York, New York ("Building One"), and (ii) a 19,701 square foot building located at 61 E 83rd Street, New York, New York ("Building Two"), both of which are located on a 30,247 square foot parcel of land. The renovations will include enlarging Building One to 35,897 square feet and Building Two to 20,001 square feet. The renovations will include the addition of new classroom and administrative space, a STEM lab, a library, and a music and dance studio, as well as building improvements for ADA compliance purposes. The School will also renovate outdoor space to provide outdoor seating areas for faculty and students. The proceeds of the Bonds will also be used to pay for certain costs of the issuance of the Bonds. Building One and Building Two are owned by USA East Province of the Society of Jesus (the "Affiliate") and leased by the Affiliate to the School, currently operating as a Catholic, independent coeducational high school serving students from Grades 9 through 12.

Ms. Feirstein asked for clarification as to the definition of "low-cost financing."

Mr. Schumer and Ms. Robinson clarified that Corporation staff referred to tax-exempt bonds by that term.

Mr. Dinerstein noted that the location is within the Park Avenue Historic District and would require a Certificate of Appropriateness from the Landmarks Commission.

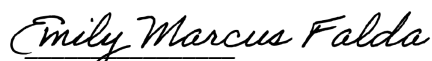
Ms. Robinson stated that the approval from the Landmarks Commission had been approved.

Mr. Schumer noted that the project had also required BSA approval.

Mr. Dinerstein stated that the BSA approval resolution should be included in the Board materials.

Ms. Marcus concurred and noted that Corporation staff would speak with Legal and update the Board materials to reflect this.

The Committee recommended the Project to seek authorization at the July 26th Board meeting.



Emily Marcus Falda

Executive Director, Build NYC