

MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS
OF
BUILD NYC RESOURCE CORPORATION
HELD AT THE 110 WILLIAM STREET OFFICES OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
April 9, 2019

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

James Patchett, Chairman
HeeWon Brindle-Khym
Marlene Cintron
Brian Cook, alternate for Scott M. Stringer,
Comptroller of The City of New York
Khary Cuffe
Albert De Leon
Barry Dinerstein, alternate for Marisa Lago
the Chair of the City Planning Commission of The City of New York
Jacques-Philippe Piverger
James Prendamano
Robert Santos
Shanel Thomas
Betty Woo, alternate for Zachary W. Carter, Esq.,
Corporation Counsel of The City of New York

The following directors were not present:

Andrea Feirstein

Also present were (1) members of New York City Economic Development Corporation (“NYCEDC”) staff and interns, (2) Scott Singer from Nixon Peabody LLP, (3) Arthur Cohen from Hawkins Delafield & Wood LLP, (4) Anne Rabbino from Bryant Rabbino LLP, (5) Patricia Mollica from Katten Muchin Rosenman LLP and (6) other members of the public.

James Patchett, President of NYCEDC and Chairman of the Build NYC Resource Corporation (“Build NYC” or the “Corporation”), convened the meeting of the Board of Directors of Build NYC at 10:05 a.m., at which point a quorum was present.

1. Adoption of the Minutes of the February 12, 2019 Board of Directors Meeting

Mr. Patchett asked if there were any comments or questions relating to the minutes of the February 12, 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 February 28, 2019 (Unaudited)

Christine Robinson, Assistant Vice President of NYCEDC, presented the Corporation's Financial Statements for the eight-month period ending February 28, 2019 (Unaudited). Ms. Robinson stated that in the eight-month period, the Corporation recognized approximately \$2,200,000 in revenue from fifteen transactions. Ms. Robinson stated that income derived from compliance, application, and other fees totaled \$144,000 for the eight-month period. Ms. Robinson stated that the Corporation recognized \$1,500,000 in total expenditures for the eight-month period ending February 28, 2019, consisting of the monthly management fee, and public hearing and marketing expenses.

3. Fiscal Year 2020 Budget

Krishna Omolade, a Vice President for NYCEDC and Deputy Director of the Corporation, presented for review and approval the Corporation's Fiscal Year 2020 Budget (the "Budget"). Mr. Omolade stated that the purpose of the presentation was to obtain approval by the Board of the Budget as required under the Public Authorities Accountability Act. Mr. Omolade presented figures in respect of the Corporation's actual and projected revenues and expenses and provided comparisons against previous fiscal years attached hereto as Exhibit A.

There being no further questions, a motion to approve the Budget attached hereto as Exhibit A, as submitted, was made, seconded and unanimously approved.

4. Board Self-Evaluation

Ms. Marcus, a Senior Project Manager for NYCEDC, presented the Board of Directors' Self-Evaluation Survey (the "Survey") attached hereto as Exhibit B, which was reviewed and approved by the Governance Committee. Ms. Marcus stated that the Survey was required under the Public Authorities Accountability Act.

Mr. Santos stated that the Governance Committee has extended the deadline to fill out the Survey in order to give more time for board members to participate this year in order to achieve a 100% participation rate. Mr. Santos stated that if anyone has not responded yet would like to reach out to the Governance Committee to discuss why they have not responded then he or another member would be available.

5. Bais Yaakov Dkhal Adas Yereim

Nicholas Lyos, a Project Manager for NYCEDC, presented for review and adoption a bond approval and authorizing resolution for an approximately \$16,000,000 tax-exempt revenue bond issuance for the benefit of Bais Yaakov Dkhal Adas Yereim and recommended the Board adopt a SEQRA determination that the proposed project will not have a significant adverse effect on the environment and to adopt the Board of Standards and Appeals resolution included with the resolution presented to the Board. Mr. Lyos described the project and its benefits as set forth in Exhibit C.

Mr. Dinerstein stated that the Finance Committee reviewed this project and were concerned initially because the debt service coverage ratio was low. However, since the school would not have to pay rent, this would give them considerably more cash. Mr. Dinerstein stated that there were some other concerns but since the school is ramping up its enrollment and has been around for a long time, the Finance Committee felt comfortable with the transaction. On behalf of the Finance Committee, Mr. Dinerstein recommended approval of this project.

In response to a question from Mr. De Leon, Mr. Lyos stated that in order to receive the New York State Regents certification and to participate in the City's universal pre-kindergarten program ("Universal Pre-K") there has to be a site visit by a consultant. In response to a question from Mr. Piverger, Mr. Lyos stated that a consultant visited the school and they are receiving Universal Pre-K funding which amounts to approximately 37% of their total funding. In response to a question from Mr. Piverger, Mr. Omolade stated that an annual Universal Pre-K report is drafted by a consultant who goes to the school to confirm that they are providing a secular education. Mr. Omolade stated that Corporation staff can check how often the New York State Education Department ("NYSED") has a consultant visit but it is something that happens regularly. In response to a question from Mr. Piverger, Mr. Lyos stated that the school's tuition is approximately \$3,000 per year and that Corporation staff are still following up on the college placement statistics. In response to a question from Ms. Cintron, Mr. Omolade stated that there is a pattern with respect to meeting the goals and objectives of the NYSED Regents diplomas and the education that is mandated for a secular school. Mr. Omolade stated that the school has been around for approximately 25 years and they have been in full compliance with all of the obligations under the NYSED to provide a secular education. Mr. Patchett stated that the Corporation is not an expert in these matters so Corporation staff rely on the fact that NYSED assesses a school's qualifications on a regular basis, confirming for us that they are in compliance. Mr. Patchett stated that if the school fails to remain in compliance, Corporation staff could ensure that that is a default provision under the project documents. In response to a question from Mr. De Leon, Mr. Patchett stated that this could be done for similar projects going forward. Ms. Brindle-Khym stated that given the job and wage numbers and levels, Corporation staff should do better to ensure that Corporation investments lead to good jobs and quality jobs rather than low-wage jobs. Ms. Brindle-Khym stated that upon reviewing the highest and lowest wage and the application, she was concerned that the School seemed to be paying below the industry standard when it

comes to teachers, so Corporation staff should start making sure that these investments are creating quality jobs for New Yorkers. Mr. Omolade stated that tuition for these types of schools is way below what a typical independent, private school would charge. Mr. Omolade stated that the school serves children who often come from low-income families so the compensation may not be industry standard but it allows the school to charge lower, more affordable tuition. Mr. Patchett stated that the purpose of the New York City Industrial Development Agency (“NYCIDA” or the “Agency”) is to foster job creation while Build NYC’s purpose is to support not-for-profits that provide community services. While wages are certainly an important issue in all circumstances, and Corporation staff shouldn’t ignore them, when reviewing these transactions he focuses on the community benefits that are being provided. These are rights and tax-exemptions to which not-for-profits are entitled by virtue of their IRS 501(c)3 status. Because Corporation staff expect schools in particular to qualify for these benefits, Corporation staff place a higher standard on schools for not only meeting the minimum requirements but also for the types of people that they accept and the tuition programs they offer. While Corporation staff discuss wages and their role in the Board approval process, these community facilities provide important neighborhood-serving functions and are distinct from NYCIDA projects, for which the focus is fundamentally on jobs. Ms. Brindle-Khym stated that she agreed with Mr. Patchett. Ms. Brindle-Khym stated that quality services are important to neighborhoods and that quality jobs are also a community benefit. She understands the focus of Build NYC but the Corporation staff still need to ensure the integrity of job quality and how that impacts communities.

There being no further comments or questions, a motion to approve the bond approval and authorizing resolution and SEQRA determination for the benefit of the Bais Yaakov Dkhal Adas Yereim attached hereto as Exhibit D was made, seconded and unanimously approved.

6. Success Brook Ave., LLC

Ms. Marcus presented for review and adoption a bond approval and authorizing resolution for an approximately \$20,000,000 taxable revenue bond issuance for the benefit of Success Brook Ave., LLC and recommended the Board adopt a SEQRA determination that the proposed project is a Type II action and therefore no further environmental review is required. Ms. Marcus described the project and its benefits as set forth in Exhibit E.

Mr. Dinerstein stated that the Finance Committee reviewed this project. On behalf of the Finance Committee, Mr. Dinerstein recommended approval of this project.

In response to a question from Ms. Thomas, Ms. Marcus stated that the School’s Board was required to pass a reimbursement resolution before they took out the bridge loan to refinance the expenses that they spent towards the Hudson Yards facility. If not for that mistake, they would be eligible for tax-exempt bonds. Mr. Cook stated that the Comptroller’s Office previously audited the school and found issues with the audit, including whether or not they properly monitor equipment and things of that nature. The Comptroller’s Office remains concerned that it is hard to track and be sure that the school is minding their finances wisely

and correctly. That being said, Mr. Cook stated he would abstain from voting on this project. Mr. Cook stated that he remains hopeful that the next time the school comes before the Board that they will show meaningful progress.

There being no further comments or questions, a motion to approve the bond approval and authorizing resolution and SEQRA determination for the benefit of the Success Brook Ave., LLC attached hereto as Exhibit F was made, seconded and approved with Mr. Cook and Ms. Brindle-Khym abstaining from the vote.

7. 180 W. 165TH Street LLC

Reyné Hospedales, a Senior Project Manager for NYCEDC, presented for review and adoption a post-closing resolution to approve any necessary amendments to the project documents needed to extend the project completion date to June 30, 2020. Ms. Hospedales described the project and its benefits as set forth in Exhibit G.

There being no comments or questions, the motion to adopt the post-closing amending resolution for 180 W. 165TH Street LLC attached hereto as Exhibit H was adopted unanimously.

8. 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 10:28 a.m.


Assistant Secretary

Dated: 6/11/19
New York, New York

Exhibit A

**BUILD NYC RESOURCE CORPORATION
FISCAL YEAR 2020 BUDGET**

	FY 2018 Actual	FY 2019 Budget	FY 2019 Projected Year-End Actual	FY 2020 Budget	FY 2021 Budget	FY 2022 Budget	FY 2023 Budget
REVENUES							
Financing Fees*	1,511,295	3,276,615	2,617,255	2,435,061	2,533,327	2,533,327	2,631,593
Application Fees	85,000	150,000	50,000	90,000	95,000	95,000	100,000
Compliance & Post Closing Fees	179,201	173,864	150,238	194,383	216,126	238,956	262,927
Investment Income	129,543	87,682	196,260	176,071	178,886	181,745	184,651
Other Income	4,301	10,000	2,680	9,324	9,324	9,324	9,324
TOTAL REVENUES	1,909,340	3,698,162	3,016,432	2,904,838	3,032,662	3,058,351	3,188,494
EXPENSES							
Contract Fee	3,300,000	2,200,000	2,200,000	2,200,000	2,200,000	2,200,000	2,200,000
Legal/Audit Fees	33,993	63,872	63,872	63,872	63,872	63,872	65,788
Outreach / Marketing	1,537	10,000	2,388	10,000	10,000	10,000	10,000
Public Notice Fees	46,272	36,734	10,581	40,097	42,102	44,207	46,418
Miscellaneous Expenses	2,176	5,000	909	5,000	5,000	5,000	5,000
TOTAL EXPENSES	3,383,978	2,315,606	2,277,750	2,318,969	2,320,974	2,323,079	2,327,206
OPERATING EXCESS/(DEFICIT) FROM IDA OPERATIONS	(1,474,638)	1,382,556	738,682	585,869	711,688	735,272	861,289
Contract Purchases							
Contract Purchases/Special Projects**	130,000	1,000,000	-	1,450,000	1,550,000	150,000	150,000
NET OPERATING EXCESS/(DEFICIT)	(1,604,638)	382,556	738,682	(864,131)	(838,312)	585,272	711,289

**BUILD NYC RESOURCE CORPORATION
NET ASSETS**

Unrestricted Net Assets (Beginning)	11,362,296	9,757,658	9,757,658	10,496,340	9,632,210	8,793,898	9,379,170
Operating Excess/(Deficit)	(1,604,638)	382,556	738,682	(864,131)	(838,312)	585,272	711,289
UNRESTRICTED NET ASSETS (ENDING)	9,757,658	10,140,214	10,496,340	9,632,210	8,793,898	9,379,170	10,090,459

* FY19 projected year-end financing fees are based on 17 transactions. FY20 financing fees are based on 17 transactions.

** Pursuant to various Board approved agreements between the Corporation and NYCEDC, the Corporation is committed to fund various projects being performed by NYCEDC related to the City's economic and industrial development projects and initiatives.

BUILD NYC RESOURCE CORPORATION
BUDGETED REVENUES, EXPENDITURES, AND CHANGES IN CURRENT NET ASSETS
(Office of the State Comptroller's Submission Format)

	Last Year (Actual) 2018	Current Year (Estimated) 2019	Next Year (Adopted)* 2020	Proposed 2021	Proposed 2022	Proposed 2023
<u>REVENUE & FINANCIAL SOURCES</u>						
Operating Revenues						
Charges for services	1,775,496	2,817,493	2,719,444	2,844,453	2,867,282	2,994,520
Other operating revenues	4,301	2,680	9,324	9,324	9,324	9,324
Nonoperating Revenues						
Investment earnings	129,543	196,260	176,071	178,886	181,745	184,651
Total Revenues & Financing Sources	1,909,340	3,016,432	2,904,838	3,032,662	3,058,351	3,188,494
<u>EXPENDITURES</u>						
Operating Expenditures						
Professional services contracts	3,513,978	2,277,750	3,768,969	3,870,974	2,473,079	2,477,206
Total Expenditures	3,513,978	2,277,750	3,768,969	3,870,974	2,473,079	2,477,206
Excess (deficiency) of revenues and capital contributions over expenditures	(1,604,638)	738,682	(864,131)	(838,312)	585,272	711,289

Exhibit B

Board Self-Evaluation (BNYC)

1. Board members have a shared understanding of the mission and purpose of BNYC.
2. The policies, practices and decisions of the Board are always consistent with this mission.
3. Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.
4. The Board has adopted policies, by-laws and practices for the effective governance, management and operations of BNYC and reviews these annually.
5. The Board sets clear and measurable performance goals for BNYC that contribute to accomplishing its mission.
6. The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.
7. Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.
8. Board members are knowledgeable about BNYC 's programs, financial statements, reporting requirements, and other transactions.
9. The Board knows the statutory obligations of BNYC and if BNYC is in compliance with state law.
10. Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.
11. Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.
12. Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.
13. The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.
14. The Board has identified the areas of most risk to BNYC and works with management to implement risk mitigation strategies before problems occur.

Exhibit C

Project Summary

Bais Yaakov Dkhal Adas Yereim ("School"), a New York not-for-profit religious corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") is seeking approximately \$16,000,000 in tax-exempt revenue bonds (the "Bonds"). Proceeds from the Bonds, along with other funds available to the School, will be used to finance, refinance and/or reimburse: (1) costs of acquisition, construction, renovation, equipping, and furnishing of a new approximately 70,016 square foot, three-story facility located on an approximately 21,481 square foot parcel of land located at 184 Nostrand Avenue, Brooklyn, New York 11205 ("Facility"), (2) capitalized interest on the Bonds, and (3) costs of issuance related to the issuance of the Bonds. The Facility will be owned and operated by the School as an independent Jewish day school for girls in grades pre-kindergarten through Grade 12.

Project Location

184 Nostrand Avenue
 Brooklyn, New York 11205

Current Locations

505 Bedford Avenue
 585 Bedford Avenue
 Brooklyn, New York 11211

Actions Requested

- Bond Approval and Authorizing Resolution
- Adopt a negative declaration for this project. The proposed project will not have a significant adverse effect on the environment. As part of a SEQRA determination, adopt the Board of Standards and Appeals resolution attached to the Resolution as Exhibit A.

Anticipated Closing

Summer 2019

Impact Summary

Employment	
Jobs at Application:	83.5
Jobs to be Created at Project Location (Year 3):	10.5
Total Jobs (full-time equivalents)	94
Projected Average Hourly Wage (excluding principals)	\$ 20.13
Highest Wage/Lowest Wage	\$ 25.00/15.00
Estimated City Tax Revenues	
Impact of Operations (NPV 30 years at 6.25%)	\$ 1,714,404
One-Time Impact of Renovation	430,442
Total impact	\$ 2,144,846
Additional benefit from jobs to be created	\$ 164,379
Estimated Cost of Benefits Requested: New York City	
MRT Benefit	\$ 260,000
NYC Forgone Income Tax on Bond Interest	115,863
Corporation Financing Fee	(105,000)
Total Cost to NYC Net of Financing Fee	\$ 270,863

Bais Yaakov Dkhal Adas Yereim

Costs of Benefits Per Job	
Estimated Total Cost of Benefits per Jobs in Year 3	\$ 2,882
Estimated City Tax Revenue per Jobs in Year 3	\$ 24,566

Estimated Cost of Benefits Requested: New York State	
MRT Benefit	\$ 188,000
NYS Forgone Income Tax on Bond Interest	435,903
Total Cost to NYS	\$ 623,903
Overall Total Cost to NYC and NYS	\$ 896,416

Sources and Uses

Sources	Total Amount	Percent of Total Financing
Build NYC Bond Proceeds	\$16,000,000	94%
Equity/School Funds	1,000,000	6%
Total	\$17,000,000	100%

Uses	Total Amount	Percent of Total Costs
Construction Hard Costs	14,000,000	82%
Construction Soft Costs	1,000,000	6%
Cost of Issuance	600,000	4%
Capitalized Interest	1,400,000	8%
Total	\$17,000,000	100%

Fees

	Paid At Closing	On-Going Fees (NPV, 30 Years)
Corporation Fee	\$105,000	
Bond Counsel	135,000	
Annual Corporation Fee	1,250	16,755
Bond Trustee Acceptance Fee	500	
Annual Bond Trustee Fee	500	6,702
Trustee Counsel Fee	5,000	
Total	247,250	23,458
Total Fees	\$270,708	

Financing and Benefits Summary

United Bank will directly purchase the Bonds, which will be issued in two series. The Series 2019A Bonds will be issued with a par amount of up to \$14,500,000. The Series 2019A Bonds will mature in 30 years, with a mandatory tender purchase provision at year 5, 7, or 10 depending on the selection by the School of the interest rate term described below. The Series 2019A Bonds will have an interest-only period of 2 years, followed by monthly principal and interest payments based on a 336 month amortization. The School will have the following rate options for the Series 2019A Bonds: (i) 79% of the 5 Year Federal Home Loan Bank of Boston Classic Index + 1.50% with an indicative rate of 3.43%; (ii) 79% of the 7 Year Federal Home Loan Bank of Boston Classic Index + 1.60% with an indicative rate of 3.74%; or (iii) 79% of the 10 Year Federal Home Loan Bank of Boston Classic Index + 1.70% with an indicative rate of 4.01%. The Series 2019B Bonds will be issued with a par amount of up to \$1,170,000 and will mature in 3 years. The payments will be interest only, in addition to annual principal payments that will be determined based on the

Bais Yaakov Dkhal Adas Yereim

anticipated collection schedule of the School's naming campaign. The interest rate will be set by 79% of the 3 Year Federal Home Loan Bank of Boston Classic Index + 1.50%. The current indicative rate is 3.37%. The Bonds will be secured by a first lien on the assets of the School, guaranty agreement with affiliated Yeshiva Yesoda Hatorah Vetz Chaim, a first mortgage and assignment of leases and rents on the Facility, a negative pledge on cash and investments, and assignment of campaign pledges. Based upon an analysis of the School's financial statements, the expected debt service coverage ratio is 1.16 times.

Applicant Summary

The School currently owns and operates a girls pre-school, elementary school and high school for nearly 600 students located at 505 Bedford Avenue and 585 Bedford Avenue, Brooklyn, NY. The School is seeking more space to consolidate at one location and expand its enrollment and curriculum, as the new building is expected to accommodate up to 750 students and 130 staff members. The School is registered with the New York State Education Department and Board of Regents, allowing it to grant Regents diplomas to students completing grade 12.

The School provides a complete dual curricula education to approximately 600 students from nursery through grade twelve (Hebrew curriculum in the morning and General Studies Core curricula in the afternoon). In addition to classroom instruction, the School offers Head Start services for children from low-income families, social service programs, child care, developmental services and health and nutritional guidance. The School is the girls' division of Yeshiva Yesoda Hatorah Vetz Chaim, a New York not for profit entity exempt from Federal Income Tax under section 501(c)(3) of the Code, whose principal office is located at 505 Bedford Avenue, Brooklyn, NY.

Bashy Friedman – Principal, Preschool

Mrs. Friedman began her career as a fifth-grade teacher in Satmar's Girls School in Williamsburg. She then went on to become a secretary. She later transferred to Vien Bais Yaakov School. She was then appointed to Principal of the preschool division of the School.

Deborah Ausch – Principal, English Studies, High School

Mrs. Ausch began her career at the National Society for Hebrew Day School as a service coordinator. She left the National Society for Hebrew Day School and began to teach at The School. She was later promoted to principal of English studies in the high school division of the School.

Sara Knopfler – Principal, Yiddish Studies, Elementary School

Mrs. Knopfler began her career working in Yeled V'yalda in New York City at the early childhood intervention center. She served as the education director there from 1994 to 2018. She currently works part time for Yeled V'yalda in human resources and part-time as principal of Yiddish studies for the elementary school at the School.

Employee Benefits

The School offers parsonage, tuition grants, vacation and sick days, on-the-job training, workers compensation, and disability

SEQRA Determination

Corporation staff has reviewed the environmental impacts of the proposed actions and recommends that the Corporation adopt a SEQRA determination that such actions will not generate any additional significant adverse environmental impacts beyond those identified in the Findings Statement and analyzed in the Board of Standards and Appeals Resolutions, dated January 14, 2014 and March 27, 2019, all of which is attached as Exhibit A.

Due Diligence

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

Compliance Check: Not Applicable

Living Wage: Compliant

Bais Yaakov Dkhal Adas Yereim

Paid Sick Leave: Compliant

Affordable Care Act: ACA Coverage Offered

Private School Policy: Compliant

Bank Account: J.P. Morgan Chase

Bank Check: Relationships are reported to be satisfactory.

Supplier Checks: Relationships are reported to be satisfactory.

Customer Checks: Relationships are reported to be satisfactory.

Unions: Not Applicable

Vendex Check: No derogatory information was found

Applicant Contact Person: Samuel Fischer
Bais Yaakov Dkhal Adas Yereim
505 Bedford Ave.
Brooklyn, NY 11211

Attorney: Yaron Kornblum, Esq.
Rivkin Radler LLP
926 RXR Plaza
Uniondale, NY 11556

Accountant: Zacharia Waxler
Roth & Company LLP
1428 36th St.
Brooklyn, NY 11218

Community Board: Brooklyn, CB4

Board of Directors

Yisroel Itzkowitz
Salamon Schon
Joel A. Samet

Simon Friedman
Hershel Greenzweig
Amrom Hirsch

Bais Yaakov Dkhal Adas Yereim

505 Bedford Avenue
Brooklyn, NY 11211

February 4, 2019

Mr. Krishna Omolade
Deputy Executive Director
Build NYC Resource Corporation &
NYC Industrial Development Agency
110 William Street
New York, NY 10038

RE: Inducement Letter

Dear Mr. Omolade:

Bais Yaakov Dkhal Adas Yereim (the "Applicant") is a not for profit corporation exempt from Federal Income Tax under section 501(a) of the Internal Revenue Code (the "Code") as an organization described in section 501(c)(3) of the Code.

The Applicant intends on constructing an approximate 70,000 square foot Girls School educational institution on land located at 184 Nostrand Avenue, Brooklyn, NY 11205 (the "Project"). After the completion of the educational institution, the Applicant anticipates that the new facility will accommodate more than 750 students and 130 staff members.

As a result of the exponential growth of prospective students and the surrounding community, there is an even stronger demand for the services provided by the school than ever previously imagined. The Project has been created to accommodate these needs of the school and will contain classrooms, an auditorium, multi-purpose room/lunch room, a kitchen, offices, and teachers' lounge.

It is projected that the Project will generate new construction jobs during development and new teaching, managerial and technical jobs once the Project is completed and its programs are fully implemented. The Project will also provide a strong educational and cultural presence for the Brooklyn community and its inhabitants.

Without the new educational institution, the Applicant will be unable to meet the needs of families desiring to have their children educated by the Applicant.

The Applicant cannot afford the project without BUILDNYC financial assistance in the form of tax-exempt bonds. If BUILDNYC financing is not available, programs and services would be reduced and jobs will be eliminated.

On behalf of Bais Yaakov Dkhal Adas Yereim and in the interest of the local Brooklyn community, we respectfully request that the BUILD NYC Resource Corp. induce this Project.

Yours truly,

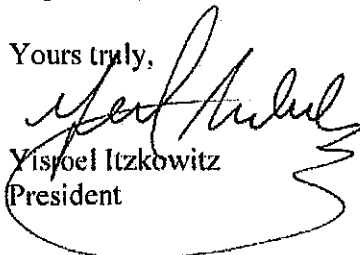

Yisroel Itzkowitz
President

Exhibit D

Resolution approving financing of a facility for Bais Yaakov Dkhal Yereim and authorizing the issuance and sale of approximately \$16,000,000 of Tax-Exempt Revenue Bonds (Bais Yaakov Dkhal Yereim Project), Series 2019 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 (the “N-PCL”), 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 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 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, lessening the burdens of government and acting in the public interest; and

WHEREAS, Bais Yaakov Dkhal Yereim, a New York not-for-profit religious corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Applicant”), has entered into negotiations with officials of the Issuer for the Issuer’s assistance with a tax-exempt revenue bond transaction, the proceeds of which, together with other funds of the Applicant, will be used by the Applicant to finance, refinance and/or reimburse: (1) the costs of acquisition, construction, renovation, equipping, and furnishing of the land and a new 70,016 square foot, three-story facility on a 21,481 square foot parcel of land located at 184 Nostrand Avenue, Brooklyn, NY 11205 (Block 1753, Lots 42 and 43) (the “Facility”), (2) capitalized interest on the Bonds and working capital for the Applicant, and (3) costs of issuance and any necessary reserve funds related to the issuance of the Bonds (collectively, the “Project”); 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 and the Project, including the following: that the Applicant was formed for the purpose of benefiting and supporting the charitable and educational activities of the Applicant and to develop, own and operate the Facility as an independent Jewish day school for girls in pre-school and grades K-12 in the City; that there are approximately 84.5 full-time equivalent employees of the Applicant employed at the Facility; that the financing of the Project costs with the Issuer’s financing assistance will provide savings to the Applicant which will allow it to redirect financial resources to provide educational services and continue its programs with a greater measure of financial security; and that, therefore the Issuer’s assistance is necessary to assist the Applicant in proceeding with the Project; and

WHEREAS, the Issuer desires to further encourage the Applicant with respect to the financing of the Facility, if by so doing it is able to induce the Applicant to proceed 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 Revenue Bonds (Bais Yaakov Dkhal Yereim Project), in one or more series, in the aggregate principal amount of approximately \$16,000,000, or such greater amount (not to exceed 10% more than such stated amount) (the “Bonds”) each 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, or a trustee to be appointed by the Issuer (the “Trustee”); and

WHEREAS, the Issuer intends to loan the proceeds of the Bonds to the Applicant, pursuant to a Loan Agreement (the “Loan Agreement”) to be entered into between the Issuer, and the Applicant, and the Applicant will execute one or more promissory notes in favor of the Issuer and endorsed to the Trustee (collectively, the “Promissory Note”) to evidence the Applicant’s obligations under the Loan Agreement to repay such loan; and

WHEREAS, the Applicant’s obligations under the Loan Agreement are to be secured by a mortgage lien on and security interest in the Facility, granted by Applicant, as mortgagor, to the Issuer and the Trustee, 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 Agreements from the Issuer to the Trustee (collectively, the “Assignment of Mortgage”); and

WHEREAS, the Bonds will be further secured by a pledge and security agreement in certain assets of the Applicant pursuant to a Pledge and Security Agreement from the Applicant to the Trustee (the “Pledge and Security Agreement”); and

WHEREAS, if required by the Purchaser (as hereinafter defined), the Bonds are to be secured by a guaranty agreement from the Applicant, Yeshiva Yesoda Hatorah Vetz Chaim, and any other affiliated entities that may be required, (collectively, the “Guarantors”) for the benefit of the Trustee whereby the Guarantors will agree to guaranty the payment of debt service on the Bonds (the “Guaranty Agreement”); and

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

Section 1. The Issuer hereby determines that the financing of a portion 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 Project will be financed 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, the Promissory Note and the Guaranty Agreement.

Section 3. To provide for the financing of the Project, the issuance of the Bonds of 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 series, shall be dated as provided in the Indenture, shall be issued as one or more serial and/or term bonds in an aggregate amount not to exceed \$16,000,000, or such greater amount (not to exceed 10% more than such stated amount), and the Bonds shall be payable as to principal and redemption premium, if any, at the principal office of the Trustee, shall be payable as to interest by check, draft or wire transfer as provided in the Indenture, shall bear interest at such rate(s) as determined by the Certificate of Determination, shall be subject to optional redemption and mandatory redemption as provided in the Indenture, shall be payable as provided in the Indenture until the payment in full of the principal amount thereof and shall mature not later than December 31, 2049 (or as determined by the Certificate of Determination), all as set forth in the Indenture hereinafter authorized.

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

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 by the Issuer of revenues and receipts of the Issuer, including loan payments made by the Applicant, to the extent set forth in the Loan Agreement and Indenture hereinafter authorized. The Loan Agreement will be secured by the Mortgage, which Mortgage will be assigned by the Issuer to the Trustee pursuant to the Assignment of Mortgage. The Bonds, if required by the Purchaser (as defined below), will be secured by the Guaranty Agreement for the benefit of the Trustee. The Bonds will be further secured by the Pledge and Security Agreement. 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 Bond Fund, the Project 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.

Section 5. The Bonds may be purchased by United Bank or such other purchaser (the "Purchaser"). The determination as to the Purchaser and the purchase price of the Bonds shall be approved by Certificate of Determination.

Section 6. The execution and delivery of the Indenture, the Loan Agreement, a Tax Regulatory Agreement from the Issuer, the Applicant and the Trustee and the Assignment of Mortgage (the documents referenced in this Section 6 being, collectively, the "Issuer Documents") are hereby authorized. The Chairperson, Vice Chairperson, 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. 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 or directors thereof by the provisions of this Resolution and the Issuer Documents shall be exercised or performed by the Issuer or by such members, directors, 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 or directors 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 8. 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 9. The Issuer is hereby authorized to cause the Applicant 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 is authorized to proceed with the Project; provided, however, that it is acknowledged and agreed by the Applicant 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 for such purpose or for any other purpose.

Section 10. 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, shall be paid by the Applicant. By accepting this Resolution, the Applicant agrees to pay such expenses and further agree to indemnify the Issuer, its members, directors, officers, 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 11. In connection with the Project, the Issuer intends to grant the Applicant financing assistance, respectively, in the form of the issuance of the Bonds and exemption from City and State mortgage recording tax.

Section 12. Any qualified costs incurred by the Applicant 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 13. This Resolution is subject to the approval of a private investigative report with respect to the Applicant, 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 10 hereof) unless (i) prior to the expiration date 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 shall be continuing to take affirmative steps to secure financing for the Project.

Section 14. This Resolution constitutes “other similar action” under the provisions of Treasury Regulation 1.103-8(a)(5) promulgated under Section 103 and related sections of the Internal Revenue Code of 1986, as amended (the “Code”). This Resolution is subject to further compliance with the provisions of Sections 141 through 150 and related provisions of the Code, including, without limitation, the obtaining of public approval for the Project and the Bonds.

Section 15. 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 N.Y.C.R.R. Part 617. This determination is based upon the Issuer’s review of information provided by the Applicant and such other information as the Issuer has deemed necessary and appropriate to make this determination.

The proposed project has previously been reviewed by the Board of Standards and Appeals (“BSA”) and the Issuer adopts a Findings Statement incorporating the BSA Resolutions dated January 14, 2014 and March 19, 2019, Cal No. 16-12-BZ, January 14, 2014 and Cal No. 16-12-BZII, March 19, 2019 (collectively, the “BSA Resolutions”), all of which are attached as Exhibit A to this Resolution, which determined that the proposed project will not have a significant effect on the environment, with the implementation of certain mitigation measures and the implementation of conditions described below (and as further set out in the BSA Resolutions):

1. All work and site conditions shall conform to drawings filed with this application marked ‘Received March 19, 2019’-thirteen (13) sheets and ‘April 27, 2016’ – one (1) sheet;
2. The bulk parameters of the building shall be as follows: a total of 71,075 square feet of floor area (3.31 FAR) and a building height of 47 feet, as illustrated on the BSA-approved drawings;
3. Due to air quality concerns, there shall be no play area permitted on the roof of the first floor;
4. There shall be no access or play area on the roof of the first floor or the building roof;
5. There shall be no use of the building as a commercial catering establishment or banquet hall, and the building shall exclusively be for the use of school programs;

6. There shall be no rental of the auditorium to non-school events;
7. There shall be no elevator access to the roof of the building;
8. There shall be a closed window condition with mechanical ventilation on the façade against the rear, as illustrated on the BSA-approved plans;
9. In order to ensure an interior noise level of 45 dBA or less, windows and walls, facing east towards Nostrand Avenue, south towards Willoughby Avenue and North towards the building at 182 Nostrand Avenue, shall have an OITC rating providing 31 dBA of attenuation;
10. In order to ensure an interior noise level of 45 dBA or less, windows and walls, on the second and third floors facing Sandford Street along the western wall of the proposed building, as well as facing north towards the play area on the first-floor rooftop, shall have an OITC rating providing 33 dBA of attenuation; furthermore, these windows shall be inoperable and alternate means of ventilation shall be provided;
11. Vapor Barrier / Subslab Depressurization System should be installed beneath the slab for potential vapor intrusion as specified in the Remedial Action Plan;
12. The entire building shall be fire protected with sprinklers and equipped with a fire alarm system connected to a central station in accordance with the New York City Building Code and approved by the Fire Department;
13. Except for pickups and drop-offs, school buses shall be parked in the off-site location provided at 101 Varick Avenue, Brooklyn, pursuant to valid lease agreements;
14. Bus drivers shall not idle or park in front of the building, the school or the site;
15. The owner shall obtain a “no parking” sign for buses except during pickups and drop-offs;
16. Department of Buildings shall not issue a certificate of occupancy until the applicant has provided it with approval by DEP of the Remedial Closure Report;
17. Any change in the use, occupancy, or operator of the school requires review and approval by the BSA;
18. The above conditions shall appear on the certificate of occupancy;
19. A certificate of occupancy shall be obtained within four (4) years, by March 19, 2023;
20. All conditions from prior resolutions not specifically waived by the BSA remain in effect;
21. This approval is limited to the relief granted by the BSA in response to objections cited and filed by the Department of Buildings;
22. The approved plans shall be considered approved only for the portions related to the specific relief granted; and
23. The Department of Buildings must ensure compliance with all other applicable provisions of the Zoning Resolution, the Administrative Code and any other relevant laws under its jurisdiction irrespective of plans or configurations not related to the relief granted.

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

The Issuer has determined that the proposed Project is an Unlisted action, pursuant to SEQRA and the implementing regulations. The reasons supporting this determination are as follows:

1. The requirements of SEQRA, including 6 NYCRR §617.9, have been met and fully satisfied.
2. The Issuer has considered the relevant environmental impacts, facts and conclusions disclosed in the Final Environmental Assessment Statement (EAS), dated April 13, 2012 (City Environmental Quality Review CEQR No. 12BSA070K) (the “EAS”) and the BSA Resolutions and weighed and balanced relevant environmental impacts with social, economic and other considerations.
3. The proposed project is expected to achieve project goals and objectives while minimizing the potential for significant adverse environmental impacts.
4. Consistent with social, economic and other essential considerations, the proposed project would avoid or minimize adverse environmental impacts to the maximum extent practicable by incorporating as conditions to the decision those avoidance/minimization/mitigation measures that were identified as practicable in the EAS and BSA Resolutions.

Section 16. The Issuer recognizes that due to the unusual complexities of the financing it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Issuer herein. The Issuer hereby authorizes the Chairperson, Vice Chairperson, Executive Director, Deputy Executive Director or General Counsel of the Issuer to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by the Certificate of Determination.

Section 17. This Resolution shall take effect immediately.

ADOPTED: April 9, 2019

BAIS YAAKOV DKHAL YEREIM

Name:
Title:

Accepted: _____, 2019

Exhibit A

BuildNYC Resource Corporation Findings Statement,
Resolutions Adopted by the New York City
Board of Standards and Appeals
January 14, 2014 (Cal No. 16-12-BZ) and
March 19, 2019 (Cal No. 16-12-BZII)

BUILDNYC RESOURCE CORPORATION FINDINGS STATEMENT
PURSUANT TO THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT

1. INTRODUCTION AND DESCRIPTION OF THE PROPOSED ACTION

This Findings Statement has been prepared in accordance with Article 8 of the Environmental Conservation Law, the State Environmental Quality Review Act (SEQRA), and its implementing regulations promulgated at 6 NYCRR Part 617.

This Findings Statement sets forth the findings of the BuildNYC Resource Corporation (the Corporation) with respect to potential environmental impacts related to a project proposed by the Bais Yaakov Dkhal Adas Yereim School (the School), a girls' pre-school, elementary school and high school located in Brooklyn, NY. The proposed project comprises a 70,016 square foot school facility on a 21,481 square foot parcel of land located at 184 Nostrand Avenue (Block 1753 / Lots 42 and 43). The school would accommodate more than 750 students and 130 staff members. This would accommodate growth of the existing school population, which is currently located at 563 and 505 Bedford Avenue.

As the proposed project would not comply with existing regulations as defined by the New York City Zoning Resolution (ZR), the proposed project received the following approval from the Board of Standards and Appeals (BSA):

- A special permit pursuant to ZR Sections 73-19 and 73-03 to allow, on a site in an M1-2 zoning district, the construction of a three-story Use Group 3 school, contrary to ZR 42-00; on condition that any and all work shall substantially conform to drawings submitted with the approved application. (BSA Cal No: 16-12-BZ and 16-12-BZII)
- Amendment of a previously approved Special Permit (§73-19) permitting a school (*Congregation Adas Yereim*) contrary to use regulations (§42-00). The amendment seeks changes to the interior, an increase in the height of the building in an M1-2 zoning district. (BSA Cal No.: 16-12-BZII, 10/30/18)
- Amendment of a previously approved Special Permit (§73-19) permitting a school (*Congregation Adas Yereim*) contrary to use regulations (§42-00), to allow minor interior changes to and a change in the heights of the proposed building on condition that all work and site conditions shall conform to

drawings filed with the application, as well as further conditions as detailed in the BSA resolution, dated 3/19/19 (resolution and drawings attached). (BSA Cal No.: 16-12-BZII, 3/19/19)

The School is seeking approval from the Corporation for the issuance of approximately \$16,000,000 in tax-exempt revenue bonds to: (1) refinance eligible debt, (2) finance capitalized interest, eligible working capital, the costs of acquisition, construction, renovation, equipping, and furnishing of a the school, to be located at 184 Nostrand Avenue, Brooklyn, NY 11205 (the “Facility”), and (3) finance eligible costs related to the issuance of the Bonds. The Facility will be owned by the Applicant and operated as an independent Jewish day school for girls in pre-school and grades K-12.

The School’s application states that it provides a complete dual curricula education to approximately 600 students from nursery through grade twelve (Hebrew curriculum in the morning and General Studies Core curricula in the afternoon). In addition to classroom instruction, the School offers Head Start services for children from low-income families, social service programs, child care, developmental services and health and nutritional guidance.

The construction of the proposed project is expected to take approximately 24 – 30 months.

2. DOCUMENTS RELEVANT TO THE FINDINGS STATEMENT

This Findings Statement is based on the following relevant documents: (a) the Congregation Adas Yereim Final Environmental Assessment Statement (EAS), dated April 13, 2012 (City Environmental Quality Review [CEQR] No. 12BSA070K); (b) Resolution adopted by the New York City Board of Standards and Appeals (BSA) on January 14, 2014 (16-12-BZ); (c) Revised Technical Memo dated February 27, 2019, reflecting analysis after changes were made to the building design and neighboring HVAC system; and (d) Resolution adopted by the New York City Board of Standards and Appeals (BSA) on March 19, 2019 (16-12-BZII). Both BSA resolutions (16-12-BZ and 16-12-BZII), are included as vattachments.

a. CITY ENVIRONMENTAL QUALITY REVIEW (CEQR) EAS

THE PROPOSED PROJECT AS ANALYZED IN THE EAS

The New York City Board of Standards and Appeals (BSA) assumed the lead agency status for the preparation of the CEQR EAS, which analyzed the aforementioned zoning approval. The proposed project

was described as an educational facility on the project site, located at 184 Nostrand Avenue. In the existing condition, the project site is vacant.

EAS ANALYSIS FRAMEWORK

Pursuant to the methodology of the *2012 CEQR Technical Manual*, preliminary analyses conducted for the EAS determined that the following technical areas did not trigger CEQR thresholds and/or were found unlikely to result in significant impacts, and therefore did not require detailed analyses: land use, zoning and public policy, socioeconomic conditions, community facilities and services, open space, shadows, historic and cultural resources, urban design and visual resources, natural resources, water and sewer infrastructure, solid waste and sanitation services, energy, air quality, greenhouse gas emissions, public health, neighborhood character, and construction impacts. Supplemental screening analyses were prepared for land use, zoning and public policy; hazardous materials; transportation; air quality; and noise. The screening analysis for Air Quality addressed mobile sources, stationary heating, ventilation, and air conditioning (HVAC) systems, and air toxins (from nearby industrial users) and determined that no air quality impacts are expected. The screening analyses determined that the proposed project is not expected to adversely affect these technical areas with the implementation of certain measures to avoid, minimize, and/or mitigate potential impacts.

MEASURES TO AVOID, MINIMIZE, AND/OR MITIGATE POTENTIAL IMPACTS

Transportation

The proposed project's incremental vehicle, bus, and subway trips during the weekday AM, midday, PM, and Saturday peak hours would be below the CEQR Technical Manual analysis thresholds of 50 peak hour vehicle trips, 200 peak hour subway or bus trips, or 200 peak hour pedestrian trips. Therefore, detailed traffic, bus line haul, and subway analyses were not warranted and the proposed project is not expected to result in any significant adverse traffic or transit impacts. This assumes the School's representation that (1) an express bus service will be created along Nostrand Avenue, which will eliminate street parking and facilitate improved bus service, loading and unloading, and (2) school buses will park offsite, rather than idling, when they are not engaged in loading and unloading students.

While the EAS analysis did not identify the potential for parking or traffic impacts from the implementation of the proposed project, the 2014 BSA approval included a condition that the School will (1) apply for a no parking area (signs stating no parking during school days) on the streets surrounding the premises in

order to provide for safe and easy arrival/departure, and (2) employ safety personnel on site to assist students when they arrive and depart. In addition, the 2019 BSA approval included a condition that except for pick-ups and drop-offs, school buses shall be parked at an off-site location provided at 101 Varick Avenue, Brooklyn, and that bus drivers shall not idle or park in front of the building, the School or the site. The School shall contact New York City Department of Transportation (DOT) School Safety Division upon construction of the school in order for DOT to determine if traffic safety improvements or parking regulation changes are necessary.

Hazardous Materials

A Phase II investigation conducted on the project site in 2010 identified various potential sources of contamination on, or in close proximity to, the proposed project site. Potential sources identified included: native soil, former and current underground storage tanks (UST) at the site and at the adjoining properties, past commercial/automotive repair/maintenance uses at the site, and/or contaminated groundwater. Subsurface testing identified concentrations of semi-volatile organic compounds and metals in soil consistent with the presence of urban fill; no evidence of a significant release was detected. Groundwater was not reached for testing. Elevated concentrations of chlorinated-solvents were detected in soil vapor, the origin of which is unknown but may be related to affected soil on adjacent properties or contaminated groundwater.

To reduce the potential for adverse impacts associated with new construction, a Remedial Action Plan (RAP) and Construction Health and Safety Plan (CHASP) have been prepared and were submitted to the New York City Department of Environmental Protection (DEP). In a letter dated December 5, 2012, DEP approved the RAP and CHASP. The RAP includes procedures for managing wastes, including excavated soil. This includes procedures for soil management, stockpiling and disposal, dust control, and contingency measures should unforeseen petroleum tanks or soil contamination be encountered. The CHASP includes measures to protect workers, the public, and the environment, including detailed procedures, such as monitoring, for managing both known contamination issues and any unexpectedly encountered contamination. At the completion of the project, a Professional Engineer-certified Remedial Closure Report—indicating that all remedial requirements have been properly implemented (i.e., installation of vapor barrier; proper transportation/disposal manifests and certificates from impacted soils removed and properly disposed of in accordance with all NYSDEC regulations; and two feet of DEP-approved certified

clean fill/top soil capping requirement in any landscaped/grass covered areas not capped with concrete/asphalt; etc.)—would be submitted to DEP for review and approval.

With the implementation of these measures, the proposed project would not result in any significant adverse impacts with respect to hazardous materials.

Noise

To preclude the potential for significant adverse impacts related to noise, the proposed project has been designed to incorporate attenuation measures that would ensure an interior noise environment appropriate for a school. These include (1) an eight-foot wall to be constructed between the playground and the chiller at 51 Sandford Street in order maintain acceptable outdoor noise levels; and (2) the exterior of the building to be constructed of masonry walls and double-paned glass, which will adequately insulate the students from any noise created by the surrounding area, including the existing noises emanating from a nearby industrial use at 151 Sandford Street, and any anticipated traffic noises due to the School's busing; such materials will provide at least 31 dBA of attenuation and interior noise levels will be at 45 dBA or less. As stated in the Tech Memo which reflects changes to the building design, projected noise from equipment on the roof of the adjacent building at 151 Sandford Street would cause high levels of noise on the western side of the building due to proposed changes. As a mitigation measure,

- Ensure that windows on the western façade are inoperable.
- Provide alternate means of ventilation.
- For windows and walls facing east towards Nostrand Avenue, south towards Willoughby Avenue, and north towards the building at 182 Nostrand Avenue, the minimum attenuation required due to a maximum L10 of 75.0 dBA would be an OITC rating providing 31 dBA of attenuation.
- For windows and walls on the second and third floors facing Sandford Street along the western wall of the proposed Yeshiva, as well as facing north towards the first-floor rooftop, the minimum attenuation required due to an L10 of 77.1 dBA would be an OITC rating providing 33 dBA of attenuation.

- The previously-planned rooftop play areas on the first and third floor rooftops are omitted from the plans in order to avoid any significantly adverse noise impacts from the nearby industrial operation at 151 Sandford Street.

With the implementation of these measures, no significant adverse impacts related to noise would occur.

Air Quality

Based on the foregoing analysis and discussion no significant adverse impacts are projected on or by the proposed action, provided that the following mitigation measures are incorporated into the plans:

- Ensure that windows on the western façade are inoperable
- Provide alternate means of ventilation
- For windows and walls facing east towards Nostrand Avenue, south towards Willoughby Avenue, and north towards the building at 182 Nostrand Avenue, the minimum attenuation required due to a maximum L10 of 75.0 dBA would be an OITC rating providing 31 dBA of attenuation.
- For windows and walls on the second and third floors facing Sandford Street along the western wall of the proposed Yeshiva as well as facing north towards the first floor rooftop, the minimum attenuation required due to an L10 of 77.1 dBA would be an OITC rating providing 33 dBA of attenuation.
- Implement environmental consultant's recommendations to address vapor intrusion with a sub-slab depressurization system.
- No rooftop play areas will be incorporated in the design.

b. NEGATIVE DECLARATION

With its BSA Resolutions dated January 14, 2014 and March 19, 2019, which were a response to changes to the building design, BSA determined that the proposed project would not have a significant adverse

impact on the environment, with the implementation of the aforementioned mitigation measures and the implementation of the following conditions outlined in the 2019 BSA Resolution:

- all work and site conditions shall conform to drawings filed with this application marked 'Received March 19, 2019'-thirteen (13) sheets and 'April 27, 2016' – one (1) sheet;
- the bulk parameters of the building shall be as follows: a total of 71,075 square feet of floor area (3.31 FAR) and a building height of 47 feet, as illustrated on the BSA-approved drawings;
- due to air quality concerns, there shall be no play area permitted on the roof of the first floor;
- there shall be no access or play area on the roof of the first floor or the building roof;
- there shall be no use of the building as a commercial catering establishment or banquet hall, and the building shall exclusively be for the use of school programs;
- there shall be no rental of the auditorium to non-school events;
- there shall be no elevator access to the roof of the building;
- there shall be a closed window condition with mechanical ventilation on the façade against the rear, as illustrated on the BSA-approved plans;
- in order to ensure an interior noise level of 45 dBA or less, windows and walls, facing east towards Nostrand Avenue, south towards Willoughby Avenue and North towards the building at 182 Nostrand Avenue, shall have an OITC rating providing 31 dBA of attenuation;
- in order to ensure an interior noise level of 45 dBA or less, windows and walls, on the second and third floors facing Sandford Street along the western wall of the proposed building, as well as facing north towards the play area on the first-floor rooftop, shall have an OITC rating providing 33 dBA of attenuation; furthermore, these windows shall be inoperable and alternate means of ventilation shall be provided;
- Vapor Barrier / Subslab Depressurization System should be installed beneath the slab for potential vapor intrusion as specified in the Remedial Action Plan;
- the entire building shall be fire protected with sprinklers and equipped with a fire alarm system connected to a central station in accordance with the New York City Building Code and approved by the Fire Department;
- except for pickups and drop-offs, school buses shall be parked in the off-site location provided at 101 Varick Avenue, Brooklyn, pursuant to valid lease agreements;

- bus drivers shall not idle or park in front of the building, the School or the site;
- the owner shall obtain a “no parking” sign for buses except during pickups and drop-offs;
- DOB shall not issue a certificate of occupancy until the applicant has provided it with approval by DEP of the Remedial Closure Report;
- any change in the use, occupancy, or operator of the School requires review and approval by the BSA;
- the above conditions shall appear on the certificate of occupancy;
- a certificate of occupancy shall be obtained within four (4) years, by March 19, 2023;
- all conditions from prior resolutions not specifically waived by the BSA remain in effect;
- this approval is limited to the relief granted by the BSA in response to objections cited and filed by the Department of Buildings;
- the approved plans shall be considered approved only for the portions related to the specific relief granted; and
- the Department of Buildings must ensure compliance with all other applicable provisions of the Zoning Resolution, the Administrative Code and any other relevant laws under its jurisdiction irrespective of plans or configurations not related to the relief granted.

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

BUILDNYC FINDINGS

The proposed action comprises approval from the Corporation for the issuance of tax-exempt revenue bonds to fund the aforementioned proposed project. The Corporation concurs with the BSA that the proposed project is an Unlisted action, pursuant to SEQRA and the implementing regulations.

Upon reviewing the previously completed EAS and BSA Resolutions, and the material provided to the Corporation by the school in support of the proposed action, the Corporation has determined that the proposed project is comparable to the analysis framework presented and analyzed in the previously completed EAS.

The Corporation finds that the EAS had made a thorough and comprehensive analysis of the relevant areas of concern under SEQRA and its implementing regulations, appropriately assessed the potential environmental and land use impacts of the proposed project, identified measures to avoid or mitigate

adverse impacts to the extent practicable, and set forth appropriate conditions to be imposed as conditions of approval. The Board of Directors of the Corporation hereby adopts and incorporates by reference the BSA Resolutions (including the conditions therein).

Having considered the EAS and the BSA Resolutions, the Corporation certifies that:

- the requirements of SEQRA, including 6 NYCRR §617.9, have been met and fully satisfied;
- the Corporation has considered the relevant environmental impacts, facts and conclusions disclosed in the EAS and BSA Resolutions and weighed and balanced relevant environmental impacts with social, economic and other considerations;
- the proposed project is expected to achieve project goals and objectives while minimizing the potential for significant adverse environmental impacts; and that
- consistent with social, economic and other essential considerations, the proposed project would avoid or minimize adverse environmental impacts to the maximum extent practicable by incorporating as conditions to the decision those avoidance/minimization/mitigation measures that were identified as practicable in the EAS and BSA Resolutions.

Based on the foregoing, the Corporation finds that the proposed project will not generate any additional significant adverse environmental impacts beyond those identified and analyzed in the EAS and therefore concludes that the preparation of an EIS is not required.

Attachments: BSA Resolutions (Cal No. 16-12-BZ, January 14, 2014 and Cal No. 16-12-BZII, March 19, 2019)

cc: Robert Holbrook

Jill Braverman

16-12-BZ

CEQR #12-BSA-070K

APPLICANT – Eric Palatnik, P.C., for Congregation Adas Yereim, owner.

SUBJECT – Application January 23, 2012 – Special Permit (§73-19) to allow for a school (*Congregation Adas Yereim*) contrary to use regulations (§42-00). M1-2 zoning district.

PREMISES AFFECTED – 184 Nostrand Avenue, northwest corner of Nostrand Avenue and Willoughby Avenue, Block 1753, Lot 42, 43, Borough of Brooklyn.

COMMUNITY BOARD #4BK

ACTION OF THE BOARD – Application granted on condition.

THE VOTE TO GRANT –

Affirmative: Chair Srinivasan, Vice Chair Collins, Commissioner Hinkson and Commissioner Montanez....4

Absent: Commissioner Ottley-Brown.....1

Negative:.....0

THE RESOLUTION –

WHEREAS, the decision of the Brooklyn Borough Commissioner, dated January 3, 2012, acting on Department of Buildings Application No. 320416867, reads in pertinent part:

Proposed school building cannot be built in M1-2 zoning district, as per Section 42-00; and

WHEREAS, this is an application under ZR §§ 73-19 and 73-03 to permit, on a site in an M1-2 zoning district, the construction of a three-story Use Group 3 school, contrary to ZR § 42-00; and

WHEREAS, a public hearing was held on this application on July 10, 2012, after due notice by publication in the *City Record*, with continued hearings on August 21, 2012, October 16, 2012, January 15, 2013, and April 23, 2013, and then to decision on January 14, 2014; and

WHEREAS, the site and surrounding area had site and neighborhood examinations by Chair Srinivasan, Commissioner Hinkson, Commissioner Montanez, and Commissioner Ottley-Brown; and

WHEREAS, Community Board 3, Brooklyn, recommends disapproval of this application, primarily based on concerns regarding traffic; and

WHEREAS, certain members of the surrounding community testified in opposition to the application, expressing particular concerns about its impact on traffic and parking, and about its estimates regarding the number of buses anticipated based on the projected size of the student body; and

WHEREAS, certain members of the surrounding community submitted statements in support of the application; and

WHEREAS, the application is brought on behalf of the Congregation Adas Yereim (the "School"), a not-for-profit girls' school; and

WHEREAS, the subject site is located at the

northwest intersection of Nostrand Avenue and Willoughby Avenue; it comprises Tax Lots 42 and 53; the site has 119.75 feet of frontage along Willoughby Avenue and 200 feet of frontage along Nostrand Avenue with a lot area of 21,481 sq. ft.; and

WHEREAS, Lot 42 is currently occupied by a one-story commercial building with 20,000 sq. ft. of floor area (1.00 FAR); Lot 53 is vacant; and

WHEREAS, the applicant proposes to demolish the existing building and construct a Use Group 3 school with three stories, 55,509 sq. ft. of floor area (2.58 FAR) and a building height of 48 feet; and

WHEREAS, the applicant notes that on January 13, 2009, under BSA Cal. No. 46-08-BZ, the School obtained a bulk variance to construct a six-story new building with 39,361 sq. ft. of floor area at 491 Bedford Avenue, Brooklyn; however, the building was never constructed and the School has endeavored to find a suitable site for its needs since 2009; and

WHEREAS, the applicant represents that the proposal meets the requirements of the special permit under ZR § 73-19 to permit a school in an M1-2 zoning district; and

WHEREAS, ZR § 73-19 (a) requires an applicant to demonstrate the inability to obtain a site for the development of a school within the neighborhood to be served and with a size sufficient to meet the programmatic needs of the school within a district where the school is permitted as-of-right; and

WHEREAS, the applicant represents that the proposal will meet the School's programmatic needs; and

WHEREAS, the applicant represents that, currently, the School has 180 pre-kindergarten and kindergarten students, 273 first through eighth grade students, and 91 high school students, for a total of 544 students distributed throughout the School's existing facilities at 563 Bedford Avenue, 505 Bedford Avenue and 185 Wilson Street; and

WHEREAS, the applicant states that the School's program includes classroom instruction, a head start program for children from low-income families, social service programs, child care, developmental services and health and nutritional guidance; in addition, the School holds monthly assemblies for drama and song and dance groups, and has daily programs focusing on social skills, competitive Yiddish spelling, sewing, art, home economics, gymnastics and sports; and

WHEREAS, the applicant states that the new building will include an auditorium in the cellar, a lunch room, a kitchen, offices and an auditorium on the first story, classrooms, teachers' offices and a 2,145 sq. ft. outdoor play area for younger children on the second story, classrooms and teachers' offices on the third story, and a rooftop activity space for older children; and

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WHEREAS, the applicant states that the new building will serve an estimated 750 students and 130 staff members; and

WHEREAS, the applicant notes that approximately 75 percent of its students live within one mile of the site; and

WHEREAS, the applicant represents that it conducted an approximately six-month search within the neighborhood and surrounding areas with the following site criteria: (1) a site with a lot area of between 7,000 and 20,000 sq. ft.; and (2) a minimum of 50,000 sq. ft. of floor area as-of-right; and

WHEREAS, the applicant states that during its search, it evaluated the feasibility of six nearby sites in Brooklyn: 55 Hope Street, 829 Kent Avenue, 520 Park Avenue, 240-246 Lynch Street, 1005 Bedford Avenue and 135 Middleton Street; the applicant notes that Use Group 3 is permitted as-of-right on each of the sites except 829 Kent Avenue and 520 Park Avenue, which are located in M1-1 zoning districts; and

WHEREAS, the applicant represents that each site was unsuitable for the School, in that: 55 Hope Street was too expensive for the School to purchase; 829 Kent Avenue and 520 Park Avenue had existing buildings that were too small to accommodate the School's programmatic needs; 240-246 Lynch Street had insufficient lot area to accommodate the School's programmatic needs in that it would not have allowed the construction of a building containing all grade levels; 1005 Bedford Street and 135 Middleton Street had similarly insufficient lot area; and 1005 Bedford Street was not for sale but for rent; and

WHEREAS, the applicant maintains that the site search establishes that there is no practical possibility of obtaining a site of adequate size in a nearby zoning district where a school would be permitted as-of-right; and

WHEREAS, therefore, the Board finds that the requirements of ZR § 73-19 (a) are met; and

WHEREAS, ZR § 73-19 (b) requires an applicant to demonstrate that the proposed school is located no more than 400 feet from the boundary of a district in which such a school is permitted as-of-right; and

WHEREAS, the applicant submitted a radius diagram which reflects that the subject site is located directly across the street from an R6 zoning district, less than 100 feet to the east and to the south, where the proposed use would be permitted as-of-right; and

WHEREAS, therefore, the Board finds that the requirements of ZR § 73-19 (b) are met; and

WHEREAS, ZR § 73-19 (c) requires an applicant to demonstrate how it will achieve adequate separation from noise, traffic and other adverse effects of the surrounding non-residential district; and

WHEREAS, the applicant states the uses

immediately adjacent to the site are: a Use Group 6 office building, two low-rise residential buildings and the neighborhood's only true manufacturing building, a metal stamping operation, at 151 Sandford Street; and

WHEREAS, the applicant notes that although the site is zoned M1-2, the surrounding area is predominantly characterized by brownstone-style townhouses, mixed-use residential and commercial buildings, schools and other community facilities; and

WHEREAS, during the hearing process, the Board raised concerns about traffic, noise attenuation and air quality due to the proximity of manufacturing uses; and

WHEREAS, in response, the applicant submitted the results of a traffic study, which concluded that because the site and approximately 67 percent of the School's students live on the south side of the Brooklyn-Queens Expressway ("BQE"), buses will continue to operate along the same streets and avenues as they currently do (while transporting the students from south of the BQE to the School's three existing sites, which are north of the BQE); and

WHEREAS, further, the applicant represents that bus drivers will not idle in front of the site except during loading and unloading and will park in the facility located at 60 Nostrand Avenue; and

WHEREAS, as to noise, the applicant also represents that an eight-foot wall will be constructed between the playground and the chiller at 151 Sandford Street in order maintain acceptable outdoor noise levels; and

WHEREAS, the applicant also represents that the exterior of the building will be constructed of masonry walls and double-paned glass, which will adequately insulate the students from any noise created by the surrounding area, including the existing noises emanating from 151 Sandford Street, and any anticipated traffic noises due to the School's busing; such materials will provide at least 31 dBA of attenuation and interior noise levels will be at 45 dBA or less; and

WHEREAS, as to air quality, the applicant's consultant concluded that there are no known air quality, air toxic or HVAC impacts and no major sources of such impacts within 1,000 feet of the site; and

WHEREAS, the Board finds that the conditions surrounding the site and the building's construction will adequately separate the proposed school from noise, traffic and other adverse effects of any of the uses within the surrounding M1-2 zoning district; thus, the Board finds that the requirements of ZR § 73-19(c) are met; and

WHEREAS, ZR § 73-19(d) requires an applicant to demonstrate how the movement of traffic through the street on which the school will be located can be controlled so as to protect children traveling to and

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from the school; and

WHEREAS, the applicant represents that the site can be controlled so as to protect children traveling to and from the School, in that: (1) there will be safety personnel on site to assist students when they arrive and depart; (2) two teachers will coordinate unloading and loading of each elementary school bus and three teachers will coordinate each pre-school bus; (3) there will be sufficient space in front of the School for four buses to queue and unload along Nostrand Avenue; and (4) the removal of parking from Nostrand Avenue to accommodate an express bus service will enhance safety by creating a no-traffic zone; and

WHEREAS, the Board referred the application to the School Safety Engineering Office of the Department of Transportation ("DOT"); and

WHEREAS, by letter dated March 1, 2012, DOT states that it has no objection to the proposal and will, upon approval of the application, prepare a safe route to school map with signs and marking; and

WHEREAS, the Board finds that the above-mentioned measures will control traffic so as to protect children going to and from the proposed school; and

WHEREAS, therefore, the Board finds that the requirements of ZR § 73-19 (d) are met; and

WHEREAS, the Board has determined that the evidence in the record supports the findings required to be made under ZR § 73-19; and

WHEREAS, the Board finds that, under the conditions and safeguards imposed, any hazard or disadvantage to the community at large due to the proposed special permit use is outweighed by the advantages to be derived by the community; as noted above, the School's impact on traffic will be minimal and will be mitigated by: (1) the creation of an express bus service along Nostrand Avenue, which will eliminate street parking and facilitate improved bus service, loading and unloading; and (2) the School's representation that buses will park offsite, rather than idling, when not they are not engaged in loading and unloading students; and

WHEREAS, the proposed project will not interfere with any pending public improvement project; and

WHEREAS, the Board has determined that the evidence in the record supports the findings required to be made under ZR § 73-03; and

WHEREAS, the project is classified as an Unlisted action pursuant to 6 NYCRR, Part 617.2; and

WHEREAS, the Board conducted an environmental review of the proposed action and documented relevant information about the project in the Final Environmental Assessment Statement ("EAS") CEQR No. 12BSA070K, dated January 9, 2014; and

WHEREAS, the EAS documents that the project as proposed would not have significant adverse impacts on Land Use, Zoning, and Public Policy; Socioeconomic

Conditions; Community Facilities and Services; Open Space; Shadows; Historic Resources; Urban Design and Visual Resources; Neighborhood Character; Natural Resources; Waterfront Revitalization Program; Infrastructure; Hazardous Materials; Solid Waste and Sanitation Services; Energy; Traffic and Parking; Transit and Pedestrians; Air Quality; Noise; and Public Health; and

WHEREAS, the New York City Department of Environmental Protection's ("DEP") Bureau of Environmental Planning and Analysis reviewed the project for potential hazardous materials, air quality and noise impacts; and

WHEREAS, DEP reviewed and accepted the October 2012 Remedial Action Plan and the October 2012 site-specific Construction Health and Safety Plan; and

WHEREAS, DEP requested that a P.E.-certified Remedial Closure Report be submitted to DEP for review and approval upon completion of the proposed project; and

WHEREAS, DEP reviewed the applicant's stationary source air quality screening analysis and determined that no significant stationary source air quality impacts to the proposed project are anticipated with respect to existing HVAC sources, future cogeneration units on 156 Sandford Street, or air toxics emissions at nearby buildings; and

WHEREAS, DEP reviewed the results of noise monitoring and the design measures proposed by the consultant in the October 2013 noise study, including an alternate means of ventilation to be provided to maintain a closed window condition, and concurred they would provide sufficient window-wall attenuation levels to achieve an interior noise level of 45 dBA or less; and

WHEREAS, the Board has determined that the proposed action will not have a significant adverse impact on the environment.

Therefore it is Resolved, that the Board of Standards and Appeals issues a Negative Declaration, with conditions as stipulated below, prepared in accordance with Article 8 of the New York State Environmental Conservation Law and 6 NYCRR Part 617, the Rules of Procedure for City Environmental Quality Review and Executive Order No. 91 of 1977, as amended, and makes each and every one of the required findings under ZR §§ 73-19 and 73-03 and grants a special permit, to allow, on a site in an M1-2 zoning district, the construction of a three-story Use Group 3 school, contrary to ZR § 42-00; *on condition* that any and all work shall substantially conform to drawings as they apply to the objections above noted, filed with this application marked "Received January 10, 2014" – (11) sheets and *on further condition*:

THAT this approval is limited to the relief granted by the Board in response to specifically cited and filed DOB/other jurisdiction objection(s) only;

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THAT the school will be limited to 55,509 sq. ft. of floor area (2.58 FAR) and a building height of 48 feet;

THAT DOB will not issue a Certificate of Occupancy until the applicant has provided it with DEP's approval of the Remedial Closure Report;

THAT interior noise levels will be maintained at 45 dBA or below within the School in accordance with the noise attenuation notes on the BSA-approved plans;

THAT bus drivers will not idle in front of the building, the School or the site;

THAT any change in the use, occupancy, or operator of the school requires review and approval by the Board;

THAT the approved plans will be considered approved only for the portions related to the specific relief granted;

THAT substantial construction be completed in accordance with ZR § 73-70;

THAT the Department of Buildings must ensure compliance with all other applicable provisions of the Zoning Resolution, the Administrative Code and any other relevant laws under its jurisdiction irrespective of plan(s) and/or configuration(s) not related to the relief granted.

Adopted by the Board of Standards and Appeals, January 14, 2014.

A true copy of resolution adopted by the Board of Standards and Appeals, January 14, 2014.

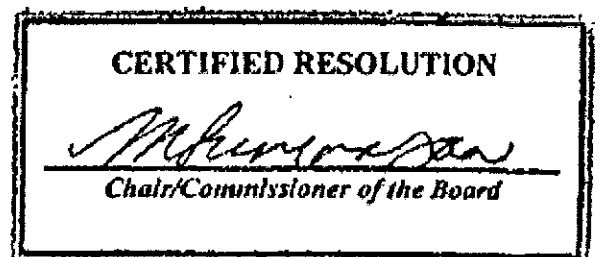
Printed in Bulletin Nos. 1-3, Vol. 99.

Copies Sent

To Applicant

Fire Com'r.

Borough Com'r.



MEETING OF: March 19, 2019
CALENDAR NO.: 16-12-BZ
PREMISES: 184 Nostrand Avenue, Brooklyn
Block 1753, Lot 42
BIN No. 3048591

ACTION OF BOARD — Application granted on condition.

THE VOTE TO GRANT —

Affirmative: Chair Perlmutter, Vice-Chair Chanda, Commissioner Ottley-Brown,
Commissioner Sheta and Commissioner Scibetta.....5
Negative:0

THE RESOLUTION —

WHEREAS, the decision of the Department of Buildings (“DOB”), dated August 11, 2015, acting on New Building Application No. 320416867, reads in pertinent part:

“The proposed amendment is contrary to BSA Calendar Number 16-12-BZ and must be referred to the Board of Standards and Appeals. The proposed amendment to increase the height, make minor changes to the building footprint, and to make interior configuration changes is contrary to BSA Calendar Number 16-12-BZ”; and

WHEREAS, this is an application under ZR § 73-11 for an amendment to a special permit for a school, in an M1-2 zoning district, previously granted by the Board, to allow minor interior changes to and a change to the height of the proposed building; and

WHEREAS, this application has been brought on behalf of Congregation Adas Yereim (the “School”), a not-for-profit educational institution; and

WHEREAS, a public hearing was held on this application on October 27, 2015, after due notice by publication in *The City Record*, with continued hearings on December 15, 2015, April 5, 2016, and closed on May 17, 2016. On October 14, 2016 it was taken off-calendar. On September 27, 2018 it was reopened and closed for decision on October 30, 2018, subsequent reopening on January 29, 2019, and then to decision on March 19, 2019; and

WHEREAS, Vice-Chair Chanda, Commissioner Ottley-Brown, Commissioner Scibetta and former Commissioner Montanez performed inspections of the site and surrounding neighborhood; and

WHEREAS, Community Board 3, Brooklyn, recommends disapproval of this application, citing concerns with outstanding violations at the subject site and community opposition; and

WHEREAS, the subject site is located on the northwest corner of Nostrand Avenue and Willoughby Avenue, in an M1-2 zoning district, in Brooklyn; and

WHEREAS, the subject site has approximately 200 feet of frontage along Nostrand Avenue, 120 feet of frontage along Willoughby Avenue, 21,480 square feet of lot area and is vacant; and

WHEREAS, the Board has exercised jurisdiction over the subject site since January 14, 2014, when, under the subject calendar number, the Board granted a special permit to allow the School on condition that the School's building be limited to 55,509 square feet of floor area (2.58 FAR) and a building height of 38'-7³/₄", as illustrated on the Board-approved plans,¹ that DOB not issue a certificate of occupancy until the applicant has provided it with approval by the Department of Environmental Protection ("DEP") of the Remedial Closure Report, that interior noise levels be maintained at 45 dBA or below within the School in accordance with the noise attenuation notes on the Board-approved drawings, that bus drivers not idle in front of the building, the School or the site and that any change in the use, occupancy, or operator of the School requires review and approval by the Board; and

WHEREAS, the applicant seeks an amendment to allow minor interior changes and a change to the height of the proposed building; and

WHEREAS, more specifically, the applicant proposes to construct a four-story, with cellar, community-facility building with building height of 47 feet and a total of 71,075 square feet of floor area (3.31 FAR) as follows: 694 square feet of floor space in the cellar, used only for utilities; 21,316 square feet of floor area in the basement, including two lobbies, an auditorium, a meat kitchen, stair storage, restrooms, administrative offices, a conference room, mechanical space, a loading area, refrigerated trash storage; 10,599 square feet of floor area on the mezzanine at the first floor, including a lunch room, a dairy kitchen, closets, restrooms and offices; 18,755 square feet of floor area on the second floor, including classrooms, a multipurpose room, teachers' lounges, book closets and restrooms; 18,755 square feet of floor area on the third floor, including classrooms, a library with book storage, a lunch room, a computer laboratory, offices, therapy space and a teachers' lounge; 1,650 square feet of floor area on the roof, which is not to be used by the School or by its students; and 685 feet of floor space on the first level of the bulkhead, 320 square feet of

¹ The applicant states that the Board's resolution, dated January 14, 2014, under the subject calendar number, indicates a maximum building height of 48 feet but that the approved building height was 38'-7³/₄", as illustrated on the Board-approved plans.

floor space on the second level of the bulkhead and 120 square feet of floor space in the elevator machine room; and

WHEREAS, the applicant states that the proposed interior changes include relocating the auditorium from the cellar to the basement, adding a kitchen, removing the entrance to the School, adding mechanical space and administrative office space, reducing the floorplate of the first floor, removal of a therapy room, the addition of a computer laboratory and elimination of the rooftop play area; and

WHEREAS, the applicant states that the bulk of the proposed building does not create a new non-compliance or increase the degree of non-compliance with applicable zoning regulations, in accordance with ZR § 73-03(g); and

WHEREAS, the Board notes that no applicable bulk regulations have been waived herein, so DOB must ensure compliance with bulk regulations and other applicable zoning regulations; and

WHEREAS, in response to questions from the Board regarding concerns from the community, the applicant revised the drawings to remove any elevator access to the roof of the proposed building; and

WHEREAS, regarding questions from the Board about the effect of the building height on the built character of the surrounding area, the applicant studied the surrounding area, finding that the proposed height of 47 feet comports with existing conditions in the neighborhood; and

WHEREAS, in response to community concerns and direction from the Board, the applicant represents that all penalties for outstanding violations have been paid; and

WHEREAS, the applicant states that a lease provided to the Board reflects that there is bus parking available to the School at 101 Varick Avenue, Brooklyn, for six (6) school buses and that such use complies with the Zoning Resolution; and

WHEREAS, the Board and the applicant referred the application to the New York City Department of Transportation's ("DOT") Division of Transportation Planning and Management, School Safety Unit; and

WHEREAS, by letter dated March 15, 2016, DOT states that it has no objection to this application; and

WHEREAS, the applicant submits that the following changes are proposed with respect to buses: the second lane from the western curb will become a bus lane and a right turn lane; the west curb will no longer have a 4:00 p.m. to 7:00 p.m. "no standing" regulation; the east curb will have a 7:00 a.m. to 10:00 p.m. and 4:00 p.m. to 7:00 p.m. "no standing" regulation; and the bus stop on Nostrand Avenue, just north of Dekalb Avenue,

will be relocated to the south of Dekalb Avenue (approximately 900 feet south of the subject site); and

WHEREAS, by letter dated June 7, 2016, DOT states that, reviewing the School's bus loading plan for the curb lane on the west side of Nostrand Avenue, directly in front of the subject site, between Willoughby Avenue and Vernon Avenue, it has no objection to this application; and

WHEREAS, at hearing after reopening, the Board expressed concerns with modifications to the drawings that were not brought to the Board's attention; and

WHEREAS, in response, the applicant revised the drawings to those previously considered along with minor changes to reflect a consistent building height of 47 feet; and

WHEREAS, the applicant further states that changes to the plans include the following: adding Board-discussed notes and environmental notes to all floor plans; correcting the mean curb elevation throughout; and correcting discrepancies in the dimensions of the proposed building with no change to room layouts or overall building envelope or height; and

WHEREAS, the applicant states that the bulkhead has been reduced in height by 4'-4" by moving the elevator machine room to the side of the elevator overrun room; and

WHEREAS, the Board notes that it conducted an environmental review of the original application under the subject calendar number and documented relevant information about the project in the Final Environmental Assessment States (EAS) CEQR No. 12BSA070K, dated April 13, 2012; and

WHEREAS, by letter dated May 6, 2016, DEP states that, with respect to noise, the proposed project would not result in any significant adverse noise impact; and

WHEREAS, by letter dated August 24, 2018, DEP states that, with respect to air quality, the proposed project would not result in any significant adverse air quality impact, noting that the air quality assessment included the analysis of potential air quality impact from the proposed project on its surrounding area and potential effects from nearby industrial sources on the proposed project; and

WHEREAS, the applicant provided the Board with a Final Technical Memorandum dated February 27, 2019, updating the 2012 EAS; and

WHEREAS, the Technical Memorandum states no significant adverse impacts are projected on or by the proposed action provided that the following mitigation measures are incorporated into the plans: Ensure that windows on the western façade are inoperable, Provide alternate means of ventilation, For windows and walls facing east, towards Nostrand Avenue, south towards Willoughby Avenue, and north towards the building at 182

Nostrand Avenue, the minimum attenuation required due to a maximum L10 of 75.0 dBA would be an OITC rating providing 31 dBA of attenuation, For windows and walls on the second and third floors facing Sandford Street along the western wall of the proposed Yeshiva, as well as facing north towards the first-floor rooftop, the minimum attenuation required due to an L10 of 77.1 dBA would be an OITC rating providing 33 dBA of attenuation, and Implement EBC's recommendations to address vapor intrusion with a subslab depressurization system; and

WHEREAS, the applicant has satisfactorily demonstrated compliance with the Board's conditions and that the circumstances warranting the original grant still obtain; and

WHEREAS, based upon its review of the record, the Board has determined that the requested amendment is appropriate with certain conditions as set forth below.

Therefore, it is Resolved, that the Board of Standards and Appeals does hereby *reopen* and *amend* the resolution, dated January 14, 2014, so that as amended this portion of the resolution shall read: "to *permit* an amendment to allow minor interior changes to and a change to the height of the proposed building; *on condition* that all work and site conditions shall conform to drawings filed with this application marked 'Received March 19, 2019'-thirteen (13) sheets and 'April 27, 2016'-one (1) sheet; and *on further condition*:

THAT the bulk parameters of the building shall be as follows: a total of 71,075 square feet of floor area (3.31 FAR) and a building height of 47 feet, as illustrated on the Board-approved drawings;

THAT due to air quality concerns, there shall be no play area permitted on the roof of the first floor;

THAT there shall be no access or play area on the roof of the first floor or the building roof;

THAT there shall be no use of the building as a commercial catering establishment or banquet hall, and the building shall exclusively be for the use of school programs;

That there shall be no rental of the auditorium to non-school events;

THAT there shall be no elevator access to the roof of the building;

THAT there shall be a closed window condition with mechanical ventilation on the façade against the rear, as illustrated on the Board-approved plans;

THAT in order to ensure an interior noise level of 45 dBA or less, windows and walls, facing east towards Nostrand Avenue, south towards Willoughby Avenue and North towards the building at 182 Nostrand Avenue, shall have an OITC rating providing 31 dBA of attenuation;

THAT in order to ensure an interior noise level of 45 dBA or less, windows and walls, on the second and third floors facing Sandford Street along the western wall of the proposed building, as well as facing north towards the play area on the first-floor rooftop, shall have an OITC rating providing 33 dBA of attenuation; furthermore, these windows shall be inoperable and alternate means of ventilation shall be provided;

THAT a Vapor Barrier / Subslab Depressurization System should be installed beneath the slab for potential vapor intrusion as specified in the Remedial Action Plan;

THAT the entire building shall be fire protected with sprinklers and equipped with a fire alarm system connected to a central station in accordance with the New York City Building Code and approved by the Fire Department;

THAT except for pickups and drop-offs, school buses shall be parked in the off-site location provided at 101 Varick Avenue, Brooklyn, pursuant to valid lease agreements;

THAT bus drivers shall not idle or park in front of the building, the School or the site;

THAT the owner shall obtain a “no parking” sign for buses except during pickups and drop-offs;

THAT DOB shall not issue a certificate of occupancy until the applicant has provided it with approval by DEP of the Remedial Closure Report;

THAT any change in the use, occupancy, or operator of the School requires review and approval by the Board;

THAT the above conditions shall appear on the certificate of occupancy;

THAT a certificate of occupancy shall be obtained within four (4) years, by March 19, 2023;

THAT all conditions from prior resolutions not specifically waived by the Board remain in effect;

THAT this approval is limited to the relief granted by the Board in response to objections cited and filed by the Department of Buildings;

THAT the approved plans shall be considered approved only for the portions related to the specific relief granted; and

THAT the Department of Buildings must ensure compliance with all other applicable provisions of the Zoning Resolution, the Administrative Code and any other relevant laws under its jurisdiction irrespective of plans or configurations not related to the relief granted.”

Adopted by the Board of Standards and Appeals, March 19, 2019.

CERTIFICATION

***This copy of the Resolution
dated March 19, 2019
is hereby filed by
the Board of Standards and Appeals
dated March 27, 2019***



Carlo Costanza

Executive Director

Exhibit E

Project Summary

Success Brook Ave., LLC (“SABA LLC”), a Delaware limited liability company, the sole member of which is Success Academy Charter Schools, Inc. (“SACS, Inc.”), a Delaware not-for-profit corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and collectively with SABA LLC, as “Borrower”, is seeking approximately \$20,000,000 in taxable revenue bonds (the “Bonds”). Proceeds from the Bonds will be loaned to SABA LLC, which will loan such proceeds to SACS, Inc., for the purpose of refinancing an existing loan to reimburse it for expenditures related to the acquisition, renovation, furnishing and equipping of an approximately 109,000 square foot condominium located on an approximately 17,528 square foot parcel of land located at 500 West 41st Street, New York, New York 10018. The condominium is owned by SACS, Inc. and leased to Success Academy Charter Schools – NYC, which is a New York not-for-profit corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Code and which is using the condominium as a public charter elementary and middle school and training facility.

Project Location

500 West 41st Street
New York, New York 10018

Corporate Office

95 Pine Street, 6th Floor
New York, New York 10005

Actions Requested

- Bond Approval and Authorizing Resolution
- Adopt a SEQRA determination that the proposed project is a Type II action and therefore no further environmental review is required.

Anticipated Closing

Summer 2019

Impact Summary

Employment	
Jobs at Application:	66
Jobs to be Created at Project Location (Year 3):	0
Total Jobs (full-time equivalents)	66
Projected Average Hourly Wage (excluding principals)	\$30.40
Highest Wage/Lowest Wage	\$46.88/\$24.04

Estimated City Tax Revenues	
Impact of Operations (NPV 30 years at 6.25%)	\$1,083,520
Total impact	\$1,083,520

Estimated Cost of Benefits Requested: New York City	
Corporation Financing Fee	(\$125,000)
Total Cost to NYC Net of Financing Fee	(\$125,000)

Costs of Benefits Per Job	
Estimated City Tax Revenue per Jobs in Year 3	\$16,417

Success Brook Ave., LLC

Estimated Cost of Benefits Requested: New York State	
Total Cost to NYS	\$0
Overall Total Cost to NYC and NYS	(\$125,000)

Sources and Uses

Sources	Total Amount	Percent of Total Financing
Taxable Bond Proceeds	\$20,000,000	100%
Total	\$20,000,000	100%

Uses	Total Amount	Percent of Total Costs
Refinancing	\$20,000,000	100%
Total	\$20,000,000	100%

Fees

	Paid At Closing	On-Going Fees (NPV, 30 Years)
Corporation Fee	\$125,000	
Bond Counsel	Hourly	
Annual Corporation Fee	\$1,250	\$16,755
Bond Trustee Acceptance Fee	\$500	
Annual Bond Trustee Fee	\$500	\$6,702
Trustee Counsel Fee	\$5,000	
Total	\$132,250	\$23,458
Total Fees	\$155,708	

Financing and Benefits Summary

Morgan Stanley will serve as the underwriter for the Bonds, which will be publicly offered and are expected to have an investment grade rating. The Bonds will be publicly offered in conjunction with the \$50,000,000 in tax-exempt bonds (the "Tax-Exempt Bonds") that were approved by the Build NYC Board for the benefit of SABA LLC on February 12, 2019. The Bonds and the Tax-Exempt Bonds are anticipated to be issued as fixed-rate bonds with an approximately 30-year maturity. The Bonds and the Tax-Exempt Bonds will be secured by a leasehold mortgage. Based on an analysis of SACS, Inc.'s financial statements, it is expected to have a debt service coverage ratio of 1.84x.

Applicant Summary

Founded in 2006, SACS, Inc. operates a free, public charter school network in New York City. SACS, Inc. currently operates 47 schools, serving approximately 17,000 children in kindergarten through 12th grade. Approximately 94% of students are children of color; 74% are from low-income households; 8% are current and former English Language Learners; and over 15% are current and former special needs students. In 2018, more than 17,700 applications for 3,288 open seats were received.

In 2018, combined math and reading score topped every other district in New York City. SACS, Inc. graduated its first class of high school seniors in 2018. Approximately 99% of high school students are students of color and 71% qualify for free or reduced-price lunch. The Class of 2018 achieved an average composite score of 1265 on the Standardized Assessment Test. All 16 seniors were accepted to four-year colleges, most which are ranked as selective or highly selective, including MIT, Barnard College, and Tufts University.

Success Brook Ave., LLC

Eva Moskowitz, Founder and CEO, SACS, Inc.

Ms. Moskowitz founded SACS, Inc. in 2006. Her experience as a teacher, college professor, elected official, Chair of the New York City Council’s Education Committee and public-school parent make her uniquely qualified to effectively lead the organization in establishing high-performing schools and pioneering for educational excellence. She holds a bachelor’s degree from University of Pennsylvania and a Ph.D. in American history from Johns Hopkins University. She is the recipient of numerous awards and honors, including the John T. Walton Champions for School Choice Award bestowed by the American Federation for Children in Fall 2018. She was recognized as one of 2017’s 50 Most Powerful Women by Crain’s New York Business.

Connor Fournier, Vice President of Finance, SACS, Inc.

Mr. Fournier is the Vice President of Finance at SACS, Inc. He has held numerous positions of increasing responsibility in finance at Nielsen Holdings, PLC, a large publicly traded firm and member of the S&P 500 Index. He most recently served as the Vice President & Global Chief Financial Officer of Nielsen Holdings’ Sports division. He holds a Bachelor’s of Science degree in Finance from Virginia Tech.

Steven M. Galbraith, Chairperson of the Board of Directors, SACS, Inc.

Mr. Galbraith is a Managing Member of Kindred Capital. Previously, he was a Partner at Maverick Capital and chaired the firm’s Advisory Committee. Before joining Maverick, Mr. Galbraith was the Chief Investment Officer at Morgan Stanley. Prior to Morgan Stanley, he was a Partner at Sanford Bernstein where he was a highly ranked analyst in the packaged goods industry and later the financial services sector. From 1998 to 2008, Steve was an Adjunct Professor at Columbia University Business School, where he taught securities analysis.

Mr. Galbraith serves on the Board of Trustees of Tufts University and the Board of Directors of Narragansett Brewing Company, Pzena Investment Management, Said Holdings Limited and the Success Charter Network. Mr. Galbraith was also previously appointed by the U.S. Treasury to be an Advisor to the Office of Financial Research. He received his B.A. (summa cum laude) from Tufts University, where he was elected to Phi Beta Kappa. He was elected to the Tufts Board of Trustees in 2009.

Employee Benefits

SACS, Inc. offers a retirement plan, health insurance, a pre-tax commuter benefit plan, paid vacation, and professional development.

SEQRA Determination

Type II Action which, if implemented, will not potentially result in significant environmental impacts. 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 SABA LLC and SACS, Inc. and found no derogatory information.

Compliance Check:	Not Applicable
Living Wage:	Compliant
Paid Sick Leave:	Compliant
Affordable Care Act:	Compliant
Private School Policy:	Not Applicable
Bank Account:	J.P. Morgan Chase
Bank Check:	Relationships are reported to be satisfactory.

Success Brook Ave., LLC

Supplier Checks: Relationships are reported to be satisfactory.

Customer Checks: Relationships are reported to be satisfactory.

Unions: Not Applicable

Vendex Check: No derogatory information was found.

Applicant Contact Person: Eva Moskowitz
Success Academy Charter Schools
95 Pine Street, Floor 6
New York, NY 10005

Attorney: Andrew Lance, Esq.
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166

Accountant: Adam B. Cole, CPA
BDO USA, LLP
100 Park Ave.
New York, NY 11747

Community Board: Bronx, CB3

Board of Directors

Steven M. Galbraith
Mary G. Berner
Richard S. Pzena
Kent A. Yalowitz
Richard Barrera
Campbell Brown
Ravenel Curry
Joel Greenblatt

Kevin Hall
Suzie Kovner
Kevin Liles
Yen Liow
Daniel S. Loeb
Robert Niehaus
John Petry
Tali Farhadian Weinstein

Exhibit F

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF APPROXIMATELY \$20,000,000 OF BUILD NYC RESOURCE CORPORATION TAXABLE REVENUE BONDS (SUCCESS ACADEMY CHARTER SCHOOLS PROJECT), SERIES 2019, 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 applicants, 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 projects within the City 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, Success Brook Ave., LLC (“SBA”), a Delaware limited liability company, the sole member of which is Success Academy Charter Schools, Inc. (“SACS”), a Delaware not-for-profit corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (SBA and SACS are collectively referred to herein as the “Applicant”), has entered into negotiations with officials of the Issuer in connection with (i) the refinancing of an existing loan, the proceeds of which were used to acquire, renovate, furnish and equip an approximately 109,000 square foot condominium located on an approximately 17,528 square foot parcel of land located at 500 West 41st Street, New York, New York 10018 (the “Facility”), (ii) the funding of a debt service reserve fund and (iii) the financing of certain costs related to the issuance of the bonds, which Facility is owned by SACS, leased to Success Academy Charter Schools – NYC, a New York not-for-profit corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Code, and operated as a 1,200-student public charter high school (collectively, the “Project”); 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 and the Project, including the following: that the Applicant is a not-for-profit corporation that provides education services to students in the City; that the Applicant employs 66 full-time equivalent employees at the Facility; that the Issuer’s financing assistance will provide debt service savings to the Applicant which will allow it to redirect financial resources to further its educational mission; and that, therefore the Issuer’s assistance is necessary to assist the Applicant in proceeding with the Project; and

WHEREAS, the Issuer desires to further encourage the Applicant with respect to the financing and refinancing of the facilities, if by so doing it is able to induce the Applicant to proceed with the Project; and

WHEREAS, in order to finance a portion of the cost of the Project, the Issuer intends to issue its taxable revenue bonds (Success Academy Charter Schools Project) in the aggregate principal amount of approximately \$20,000,000 (or such greater amount not to exceed such stated amount by more than 10%, as may be determined by a certificate of determination of an authorized officer of the Issuer (the “Certificate of Determination”)) (the “Bonds”), all pursuant to an Indenture of Trust (the “Indenture”) to be entered into between the Issuer and The Bank of New York Mellon, as trustee (the “Trustee”); and

WHEREAS, the Issuer intends to loan the proceeds of the Bonds to the Applicant pursuant to a Loan Agreement (the “Loan Agreement”) to be entered into between the Issuer and the Applicant, and (ii) the Applicant will execute a promissory note in favor of the Issuer and the Trustee (the “Promissory Note”) to evidence the Applicant’s obligation under the Loan Agreement to repay such loan; and

WHEREAS, the Applicant retained Morgan Stanley & Co. LLC to serve as underwriter (the “Underwriter”) in connection with the sale of the Bonds to the purchasers of the Bonds; and

WHEREAS, the Agency and the Underwriter will enter into a bond purchase agreement (the “Bond Purchase Agreement”) under which the Underwriter will agree to purchase the Bonds; and

WHEREAS, it is necessary in connection with the offering and sale of the Bonds for the Underwriter to distribute a Preliminary Official Statement and an Official Statement (collectively, the “Official Statement”) relating to the Bonds;

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 Project will be financed 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 series, shall be dated as provided in the Indenture, shall be issued as one or more serial and/or term bonds and in an aggregate amount not to exceed \$20,000,000 (or such greater amount not to exceed such stated amount by more than 10% as may be determined by the Certificate of Determination), shall be payable as to principal and redemption premium, if any, at the principal office of the Trustee, shall be payable as to interest by check, draft or wire transfer as provided in the Indenture, shall bear interest at a fixed rate interest not to exceed ten percent (10.00%) (such final rate to be determined by the Certificate of Determination), shall be subject to optional and mandatory redemption as provided in the Indenture, shall be payable as provided in the Indenture until the payment in full of the principal amount thereof and shall mature not later than December 31, 2050 (or as determined by the Certificate of Determination), all as set forth in the Bonds.

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 of the Applicant 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 Bond Fund, the Project Fund, the Debt Service Reserve 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, and neither the State of New York nor the City shall be liable thereon, nor shall the Bonds be payable out of any funds of the Issuer other than those pledged therefor. The Bonds are hereby authorized to be sold at a purchase price as shall be approved by the Certificate of Determination.

Section 5. The execution and delivery of the Indenture, the Loan Agreement, the Bond Purchase Agreement and the Official Statement (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 the 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 6. The Issuer hereby authorizes the distribution of the Official Statement relating to the Bonds.

Section 7. 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 8. 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 9. The Issuer is hereby authorized to cause the Applicant 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 is authorized to proceed with the Project; provided, however, that it is acknowledged and agreed by the Applicant 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 for such purpose or for any other purpose.

Section 10. 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. By accepting this Resolution, the Applicant agrees to pay such expenses and further agrees 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 11. This Resolution is subject to the approval of a private investigative report with respect to the Applicant, 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 10 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 shall be continuing to take affirmative steps to secure financing for the Project.

Section 12. 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 N.Y.C.R.R. Part 617. This determination is based upon the Issuer’s review of information provided by the Applicant and such other information as the Issuer has deemed necessary and appropriate to make this determination.

The Issuer has determined that the proposed action is a Type II action, pursuant to 6 NYCRR Part 617.5(c)(23), ‘investments by or on behalf of agencies or pension or retirement systems, or refinancing existing debt...’ which would not result in adverse environmental impacts requiring the preparation of an Environmental Impact Statement.

Section 13. The Issuer recognizes that due to the unusual complexities of the financing it may become necessary that certain of the terms approved hereby may require modifications which will not affect the intent and substance of the authorizations and approvals by the Issuer herein. The Issuer hereby authorizes the Chairman, Vice Chairman, Executive Director, Deputy Executive Director or General Counsel to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by the Certificate of Determination.

Section 14. In connection with the Project, the Issuer intends to grant the Applicant financing assistance in the form of issuance of the Bonds.

Section 15. This Resolution shall take effect immediately.

Adopted: April 9, 2019

Accepted: _____, 2019

SUCCESS BROOK AVE., LLC

By: _____
Name:
Title:

SUCCESS ACADEMY CHARTER SCHOOLS, INC.

By: _____
Name:
Title:

Exhibit G

Project Summary

180 W. 165th Street LLC, a New York limited liability company, and Metropolitan Lighthouse Charter School (the "School"), a New York education corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, currently own and operate a public charter school in the Highbridge section of the Bronx. Build NYC Resource Corporation issued on December 22, 2017, \$24,895,000 in tax-exempt revenue bonds and \$830,00 in taxable revenue bonds in a public offering to (i) facilitate the acquisition, renovation and equipping of an existing approximately 51,600 square foot, 6-story building on an approximately 12,084 square foot parcel of land located at 180 W. 165th Street (the "Building"), (ii) construct a rooftop addition (the "Addition" and together with the Building, the "Facility") of approximately 6,000 square feet on the sixth floor, which will be used for various purposes, including as a student performance and physical education space in order to expand the School's arts, sports and scholastic programs. The School currently operates the Facility to provide educational services for students from kindergarten through grade 8. The School plans to add one grade per year until it serves kindergarten through grade 12 by school year 2021-2022.

Pursuant to the Loan Agreement, construction of the Facility was required to be completed by December 31, 2018. The School was unable to complete the Addition as planned due to unforeseen issues which required significant modifications to the original construction plan. The School is fully operating on floors one through five and decided to postpone work on the Addition until Summer 2019 to avoid any disruptions to the operations of the School.

Project Location

180 W. 165th Street
Bronx, New York 10452

Action Requested

Amend the transaction documents to extend the Project Completion Date to June 30, 2020.

Prior Actions

Authorizing Resolution approved on July 25, 2017
Bonds issued on December 22, 2017

Closing Date

August 2017

Fees Paid for Amendment

A Post-Closing fee of \$2,500 has been requested.

Due Diligence

A review of the School's compliance with project requirements revealed no outstanding issues other than missing the December 31, 2018 Project Completion Date.

Exhibit H

Resolution approving the amendment of documents related to Build NYC Resource Corporation Revenue Bonds, Series 2017A (Metropolitan Lighthouse Charter School Project) and Build NYC Resource Corporation Revenue Bonds, Series 2017B (Metropolitan Lighthouse Charter School Project) issued in the aggregate principal amount of \$24,895,000 and \$830,000 respectively, and the documents executed and delivered in connection therewith 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 (the “N-PCL”), 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 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 bases; and (iii) to undertake other projects that are appropriate functions for a non-profit local development corporation for the purpose of relieving and reducing unemployment, promoting 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, lessening the burdens of government and acting in the public interest; and

WHEREAS, on July 25, 2017, the Issuer adopted a resolution (the “Original Resolution”) authorizing, among other things, the issuance of \$33,380,000, or such greater amount (not to exceed 10% more than the stated amount), Revenue Bonds, Series 2017 (Metropolitan Lighthouse Charter School Project) (the “Bonds”) for the benefit of 180 W. 165th Street LLC, a New York limited liability company (the “Institution”) and Metropolitan Lighthouse Charter School (the “School”), a New York education corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), in order to finance: (1) the acquisition, renovation and equipping of an existing approximately 51,600 square foot 6-story building on an approximately 12,084 square foot parcel of land located at 180 W. 165th Street, Bronx, New York 10452 (the “Building”); (2) construction of a rooftop renovation and addition (the “Addition” and together with the Building, the “Facility”) to add an additional approximately 6,000 square feet on the sixth floor, which will be used for various purposes, including as a student performance and physical education space in order to expand the School’s arts, sports and scholastic programs; (3) the payment of capitalized interest on the Bonds; (4) a debt service reserve fund for the Bonds, if required; and (5) the payment of certain costs related to the issuance of the Bonds (collectively, the “Project”), all to be owned by the Institution and leased to the School for operation by the School to provide educational services for students from kindergarten through grade 8, which the expectation to add one grade per year until the School serves kindergarten through grade 12; and

WHEREAS, on December 22, 2017, the Issuer issued the tax-exempt Series 2017A Bonds in the amount of \$24,895,000 and its taxable Series 2017B Bonds (the “Series

2017A Bonds and the Series 2017B Bonds, collectively, the “Bonds”), in the amount of \$830,000 in connection with its undertaking of the Project; and

WHEREAS, the Bonds were issued pursuant to an Indenture of Trust, dated as of December 1, 2017 (the “Indenture”), between the Issuer and The Bank of New York Mellon, as trustee (the “Trustee”); and

WHEREAS, the Issuer loaned the proceeds of the Bonds to the Institution pursuant to the Loan Agreement, dated as of December 1, 2017, between the Issuer and the Institution (the “Loan Agreement”), and the Institution executed Promissory Notes, each dated the closing date (collectively, the “Note”), in favor of the Issuer, to evidence the Institution’s obligation under the Loan Agreement to repay the Loan; and

WHEREAS, the Institution granted a mortgage lien on and security interest in its interest in the Facility (as described in the hereinafter defined Mortgage) pursuant to a Mortgage and Security Agreement (Acquisition Loan) and a Mortgage and Security Agreement (Building Loan), each dated as of December 1, 2017, from the Institution to the Issuer and the Trustee (collectively, the “Mortgage”), and the Issuer assigned the Mortgage to the Trustee pursuant to an Assignment of Mortgage and Security Agreement (Acquisition Loan) and an Assignment of Mortgage and Security Agreement (Building Loan), dated December 22, 2017, from the Issuer to the Trustee (collectively, the “Assignment of Mortgage”); and

WHEREAS, pursuant to the Loan Agreement, the Facility was required to be completed by December 31, 2018 (the “Completion Deadline”); and

WHEREAS, the School has been unable to complete the Facility due to unforeseen issues which required significant modifications to the original construction plan; and

WHEREAS, the Institution has requested the Issuer to consent to the amendment of the bond documents in order to, among other things, extend the Completion Deadline; and

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

Section 1. The execution and delivery of a Letter Agreement or an amendment to the Loan Agreement between the Issuer and the Institution to extend the Completion Deadline to June 30, 2020 and such other documents that may be necessary or required to effect the extension of the Completion Deadline (the documents referenced in this Section 1 being, collectively, the “Issuer Documents”), each being substantially in the form approved by the Chairman, Vice Chairman, Executive Director or General Counsel of the Issuer in consultation with counsel, are hereby authorized. The Chairman, Vice Chairman, Executive Director and General Counsel of the Issuer are hereby authorized to execute, acknowledge and deliver each such Issuer Documents. The execution and delivery of each such Issuer Documents by said officer shall be conclusive evidence of due authorization and approval.

Section 2. 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 or directors thereof by the provisions of this Resolution and the Issuer Documents shall be exercised or performed by the Issuer or by such members, directors, 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 or directors of the Issuer nor any officer executing the Issuer Documents shall be liable personally on the Issuer Documents or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 3. 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 and the Issuer Documents.

Section 4. This Resolution shall take effect immediately.

ADOPTED: April 9, 2019