

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
DECEMBER 11, 2018

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

James Patchett, Chairman
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
Carl Rodrigues, alternate for Alicia Glen,
Deputy Mayor for Housing and Economic Development of The City of New York
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, and (5) 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 9:28 a.m., at which point a quorum was present.

1. Adoption of the Minutes of the November 7, 2018 Board of Directors Meeting

Mr. Patchett asked if there were any comments or questions relating to the minutes of the November 7, 2018 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 October 31, 2018 (Unaudited)

Christine Robinson, Assistant Vice President of NYCEDC, presented the Corporation's Financial Statements for the four-month period ending October 31, 2018 (Unaudited). Ms. Robinson stated that in the four-month period, the Corporation recognized approximately \$550,000 in revenue from six transactions. Ms. Robinson stated that income derived from compliance, application, and other fees totaled \$75,000 for the four-month period. Ms. Robinson stated that the Corporation recognized \$729,000 in total expenditures for the four-month period ending in October 31, 2018, consisting of the monthly management fee and marketing expenses.

3. Appointment of Assistant Treasurer

Eric Clement, a Senior Vice President of NYCEDC and Executive Director of the Corporation, presented for review and adoption a resolution to appoint Amy Chan as an Assistant Treasurer of the Corporation. A motion to adopt the resolution was made, seconded and unanimously approved.

4. Charles B. Wang Community Health Center, Inc.

Emily Marcus, a Project Manager for NYCEDC, presented for review and adoption a bond approval and authorizing resolution for an approximately \$30,000,000 tax-exempt revenue bond issuance for the benefit of the Charles B. Wang Community Health Center and recommended the adoption of a SEQRA negative declaration that the project would not have a significant adverse effect on the environment and , as part of a SEQRA determination, to adopt the Board of Standards and Appeals resolution attached to the resolution. Ms. Marcus described the project and its benefits as set forth in Exhibit A.

Mr. Dinerstein thanked Ms. Marcus for her extremely thorough presentation. Mr. Dinerstein stated the organization is a long-standing healthcare facility in both the Flushing community and Chinatown community and that they are expanding and over subscribed. Mr. Dinerstein stated that this is a very exciting project which will allow the organization to expand its client base. Mr. Dinerstein stated that the organization is financed through both private insurance, Medicaid and Medicare, so the finance committee was very comfortable with supporting this project. On behalf of the Finance Committee, Mr. Dinerstein recommended approval of this project.

There being no comments or questions, a motion to approve the bond approval and

authorizing resolution and SEQRA determination for the benefit of the Charles B. Wang Community Health Center, Inc. attached hereto as Exhibit B was made, seconded and unanimously approved.

5. Trustees of the Spence School, Inc.

Kyle Brandon, a Project Manager for NYCEDC, presented for review and adoption a bond approval and amending authorizing resolution for an approximately \$30,000,000 tax-exempt revenue note issuance for the benefit of the Trustees of the Spence School, Inc. Mr. Brandon described the project and its benefits as set forth in Exhibit C.

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

In response to a question from Mr. Cook, Mr. Brandon stated that the resolution is getting amended to include an increase of \$5 million from the initial resolution due to an increase in the cost of construction.

In response to a question from Mr. Patchett, Mr. Brandon stated that the school plans to choose the 30-year option with a variable rate of interest, the highest being 3.4%, but it is still to be determined. Mr. Patchett stated that he recommends the school choose a 30-year fixed rate if they're going to be located in this facility for a long time and to not take a variable-rate risk just for the slightly lower interest rate in the short term.

There being no further comments or questions, a motion to approve the bond approval and amending authorizing resolution for the benefit of the Trustees of the Spence School, Inc. attached hereto as Exhibit D was made, seconded and unanimously approved.

6. Adjournment

There being no further business to come before the Board of Directors at the meeting, pursuant to a motion made, seconded and unanimously approved, the meeting of the Board of Directors was adjourned at 9:38 a.m.


Assistant Secretary

Dated: 2/12/19
New York, New York

Exhibit A

Project Summary

Charles B. Wang Community Health Center, Inc. ("CBWCHC"), a New York not-for-profit corporation and its affiliate, Healthview CBWCHC Inc. ("Healthview"), a New York not-for-profit corporation seek approximately \$30,000,000 in tax-exempt revenue bonds (the "Bonds"). Proceeds from the Bonds will be used as part of a plan of financing to: (1) finance the design, construction, furnishing and equipping of an approximately 80,000 square foot building including 34 enclosed off-street parking spaces located on an approximately 12,410 square foot parcel of land located at 131-72 40th Road, Flushing, NY 11354 (the "Facility"), and (2) pay for certain costs related to the issuance of the Bonds. The Facility will be owned by Healthview and will be operated by CBWCHC as a primary care health center and will allow CBWCHC to expand its services and better serve the needs of its clients.

Project Location

131-72 40th Road
 Flushing, New York 11354

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

February 2019

Impact Summary

| Employment | |
|---|------------------------|
| Jobs at Application: | 0 |
| Jobs to be Created at Project Location (Year 3): | 80 |
| Total Jobs (full-time equivalents) | 80 |
| Projected Average Hourly Wage (excluding principals) | \$29.83 |
| Highest Wage/Lowest Wage | \$71.00/\$15.00 |

| Estimated City Tax Revenues | |
|---|--------------------|
| Impact of Operations (NPV 25 years at 6.25%) | \$458,824 |
| One-Time Impact of Renovation | \$1,537,735 |
| Total impact of operations and renovation | \$1,996,559 |
| Additional benefit from jobs to be created | \$4,832,994 |

| Estimated Cost of Benefits Requested: New York City | |
|---|--------------------|
| MRT Benefit | \$487,500 |
| NYC Forgone Income Tax on Bond Interest | \$223,702 |
| Queens Borough President Funding | \$2,749,386 |
| City Council Capital Funding | \$1,814,595 |
| NYCEDC Grant | \$886,899 |
| NYC Office of Environmental Remediation Grant | \$70,952 |
| Corporation Financing Fee | (\$175,000) |
| Total Cost to NYC Net of Financing Fee | \$6,058,034 |

Charles B. Wang Community Health Center, Inc.

| Costs of Benefits Per Job | |
|---|----------|
| Estimated Net City Cost of Benefits per Job in Year 3 | \$75,725 |
| Estimated City Tax Revenue per Job in Year 3 | \$85,369 |

| | |
|---|--------------------|
| Estimated Cost of Benefits Requested: New York State | |
| MRT Benefit | \$352,500 |
| NYS Forgone Income Tax on Bond Interest | \$841,613 |
| Total Cost to NYS | \$1,194,113 |
| Overall Total Cost to NYC and NYS | \$7,252,147 |

Sources and Uses

| Sources | Total Amount | Percent of Total Financing |
|-----------------------------------|---------------------|----------------------------|
| Bonds Proceeds | \$30,000,000 | 40% |
| Equity | \$36,151,000 | 48% |
| New York City Public Funds | \$6,226,000 | 8% |
| New Markets Tax Credit Allocation | \$2,623,000 | 4% |
| Total | \$75,000,000 | 100% |

| Uses | Total Amount | Percent of Total Costs |
|-----------------------------|---------------------|------------------------|
| Land & Building Acquisition | \$15,151,000 | 20% |
| Construction Hard Costs | \$49,425,000 | 66% |
| Construction Soft Costs | \$3,200,000 | 4% |
| Machinery & Equipment | \$2,500,000 | 3% |
| Fees | \$2,024,000 | 3% |
| Interest Reserve | \$2,700,000 | 4% |
| Total | \$75,000,000 | 100% |

Fees

| | Paid At Closing | On-Going Fees (NPV, 25 Years) |
|-----------------------------|------------------|----------------------------------|
| Corporation Fee | \$175,000 | |
| Bond Counsel | \$135,000 | |
| Annual Corporation Fee | \$1,250 | \$15,607 |
| Bond Trustee Acceptance Fee | \$500 | |
| Annual Bond Trustee Fee | \$500 | \$6,243 |
| Trustee Counsel Fee | \$5,000 | |
| Total | \$317,250 | \$21,849 |
| Total Fees | \$339,099 | |

Financing and Benefits Summary

Flushing Bank will directly purchase the Bonds, which will have a 27-year term. At CBWCHC's option 3 days prior to closing, the Bonds shall either bear interest at a fixed rate of 4.25% and will be held by Flushing Bank for a period of 12 years or will bear interest at a fixed rate of 4.50% and will be held by Flushing Bank for a period of 17 years. CBWCHC will make interest-only payments for the first two years following the closing date. The Bonds will be

Charles B. Wang Community Health Center, Inc.

secured by a first mortgage lien on the Facility, an assignment of leases and rents on the Facility, and a pledge and security interest in all assets of CBWCHC. Based on an analysis of the Applicant's financial statements, it is expected to have a debt service coverage ratio of 1.71x.

Applicant Summary

CBWCHC's mission is to provide high quality and affordable health care to the underserved population, with a focus on Asian Americans. Founded in 1971, CBWCHC has grown from a volunteer run free clinic housed in a church to its current status as a nonprofit and Federally Qualified Health Center (FQHC) and Level III Patient-Centered Medical Home. CBWCHC provides high quality, affordable and culturally competent health care services to the Asian American community in NYC and most clients are low income, uninsured or underinsured Asian Americans. Primary care services available include dental, internal medicine, mental health, OB/GYN, pediatrics and social work. CBWCHC currently operates two facilities in Flushing, Queens and three facilities in Lower Manhattan, and serves over 55,000 patients annually.

Jane T. Eng, Esq., President & Chief Executive Officer

Ms. Eng is the President and Chief Executive Officer of CBWCHC. Her previous work experience includes serving as an Administrative Law Judge for the City of New York and the private practice of law. Ms. Eng received her B.A. from Barnard College, Columbia University and her J.D. from Harvard Law School. Ms. Eng currently serves on the board of the Association of Asian Pacific Community Health Organizations and the Community Health Care Association of NYS, and as a member of the NYS Bar Association.

Betty K. Cheng, Executive Vice President & Chief Operating Officer

Ms. Cheng is the Executive Vice President and Chief Operating Officer at CBWCHC. She previously worked at Saint Vincent's Hospital and Medical Center. Ms. Cheng received her BA from CUNY Hunter College and her MSW and Post Graduate Certificate in Social Work Administration from Hunter College. Ms. Cheng is a member of the National Association of Social Workers.

De Young Chan, Chief Financial Officer

Mr. Chan is the Chief Financial Officer at CBWCHC. He received his BS in Economics from the Wharton School at the University of Pennsylvania and is a Certified Management Accountant. Mr. Chan began his career as an internal auditor at UNITE HERE and worked at Unilever USA in Supply Chain Finance before joining the health center. Mr. Chan has served on Manhattan Community Board 3 in the Health and Human Services committee. He also served on the Community Advisory Board of Bellevue Hospital Center.

Employee Benefits

CBWCHC provides health and dental insurance, life insurance, short term disability, long term disability, flexible spending and retirement plans.

Recapture

Subject to recapture of the mortgage recording tax benefit.

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 and analyzed in the Board of Standards and Appeals Resolution, dated August 21, 2018, which is attached as Exhibit A.

Due Diligence

The Corporation conducted a background investigation of CBWCHC and its principals and found no derogatory information.

Charles B. Wang Community Health Center, Inc.

Compliance Check: N/A

Living Wage: Compliant

Paid Sick Leave: Compliant

Affordable Care Act: ACA Coverage Offered

Bank Account: Citibank and HSBC

Bank Check: Relationships are reported to be satisfactory.

Supplier Checks: Relationships are reported to be satisfactory.

Customer Checks: Relationships are reported to be satisfactory.

Vendex Check: No derogatory information was found.

Attorney: Lisa Lim, Esq.
Akerman LLP
666 Fifth Avenue, 20th Floor
New York, NY 10013

Accountant: Gil Bernhard
CohnReznick LLP
1301 Avenue of the Americas
New York, NY 10103

Consultant/Advisor: Wendy Rossi
Akerman LLP
666 Fifth Avenue, 20th Floor
New York, NY 10013

Community Board: Queens, CB 7

Board of Directors:

| | |
|---------------------------------------|--------------------|
| Victor Lee, <i>Chairperson</i> | Phillip Chong, Jr. |
| Jiming Liang, <i>Vice Chairperson</i> | Leslie Chuang, MD |
| Irene Chu, <i>Treasurer</i> | Yvonne Ghaw |
| Sophia Tsao, <i>Secretary</i> | Timothy Hsu |
| Robert Bell | Owh Kian Ong |
| Stephanie Cheng | Mary Agnes Pan |
| Ken Chin, Esq. | William Tam |
| Emily Woo | Pauline Tse |
| | James Wong |



CHARLES B. WANG
COMMUNITY HEALTH CENTER
王嘉廉社區醫療中心

268 Canal Street, 6th Floor, New York, NY 10013 | Phone 212.379.6988 | fax 212.379.6936

December 13, 2017

New York City Economic Development Corporation
110 William Street
New York, NY 10038
Attn: Mac Thayer

Re: BuildNYC Application: Charles B. Wang Community Health Center, Inc.

Dear Mac,

Charles B. Wang Community Health Center ("CBWCHC") is requesting assistance from BuildNYC in the form of tax-exempt bond financing to build an additional Flushing, Queens community health center in order that we may further our mission to provide high quality and affordable health care to the underserved, with a focus on Asian Americans.

Founded in 1971, CBWCHC has evolved from a volunteer run free-clinic, housed in a church, to its current status as a nonprofit and Federally Qualified Health Center (FQHC) and Level III Patient-Centered Medical Home. In 2016, we served more than 52,000 patients; 27,000 of those in our Queens locations. The Health Center has over 600 employees and is an anchor employer, providing employment opportunities for community residents.

Nearly half of our patients are residents of Queens, living in Flushing, Bayside, Elmhurst and Jackson Heights. The current Health Center locations are experiencing significant wait times due to the high demand in the community for the services provided by CBWCHC. We have secured a suitable site for a third facility in Flushing, which will require some environmental remediation prior to its development as a new site. Once completed, we plan to build a new 77,000 s.f. community health center that will provide quality, comprehensive and culturally effective primary healthcare, with services available through insurance, or on a sliding fee scale to those who qualify.

CBWCHC will be receiving needed support in financing the new facility, including over \$7 million in grants from New York City and various agencies and subsidiaries, and an allocation of \$17 million in New Markets Tax Credits, which will contribute \$4,724,300 to the total financing sources. In addition, JP Morgan Chase Bank will finance \$25 million of the total \$65.4 million project costs, either as a commercial loan or through a BuildNYC issue. Financing through BuildNYC bonds would save over \$750,000 in mortgage recording tax and millions of dollars in reduced interest costs over the life of the loan to CBWCHC.

The Health Center, as a non-profit, FQHC will provide you with the opportunity to reinvest resources back into our communities, broadening our services to include healthcare-related community education and mentorships. CBWCHC relies on benefits such as tax-exempt bond financing to help us keep our costs as low as possible, so that we may continue providing comprehensive community health services.

Thank you for the support we have received in the past and continue to receive, from New York City in serving our community. We appreciate your consideration of our application.

Sincerely,

Jane T. Eng
President and CEO

Exhibit B

Resolution approving financing a facility for Charles B. Wang Community Health Center, Inc. and authorizing the issuance and sale of approximately \$30,000,000 of Tax-Exempt Revenue Bonds (Charles B. Wang Community Health Center, Inc. Project), Series 2018 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, Charles B. Wang Community Health Center, Inc., a New York not-for-profit corporation (the “Applicant”) exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), 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: (1) finance the design, construction, furnishing and equipping of an approximately 80,000 square foot building including 34 enclosed off-street parking spaces located on an approximately 12,410 square foot parcel of land located at 131-72 40th Road, Flushing, NY 11354 (the “Facility”), and (2) pay for certain costs related to the issuance of the bonds (collectively, the “Project”); and

WHEREAS, such Facility will be owned by Healthview CBWCHC Inc., an affiliate of the Applicant, and will be operated by the Applicant as a primary care health center; and

WHEREAS, the Applicant has represented that the Facility will allow the Applicant to expand its services and better serve the needs of its clients; 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 health care services in the City; that there are expected to be approximately 80 full-time equivalent job created 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 health care 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 and/or refinancing 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 (Charles B. Wang Community Health Center, Inc. Project), in one or more series, in the aggregate principal amount of approximately \$30,000,000, 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 The Bank of New York Mellon, as Trustee, 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 obligation under the Loan Agreement to repay such loan; and

WHEREAS, the Applicant’s obligations under the Loan Agreement are to be secured by mortgage liens on and security interests in the Facility and/or additional property, granted by the Applicant, as mortgagor, to the Issuer and the Trustee, pursuant to one or more Mortgages (collectively, the “Mortgage”), which Mortgage will be assigned by the Issuer to the Trustee pursuant to one or more Assignment 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 interest 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

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 and the Promissory Note.

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 and with respect to the Bonds in an aggregate amount not to exceed \$30,000,000, 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, 2045 (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 Bonds will be further secured by the Pledge and Security Agreement. 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, 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 Flushing 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 and the Applicant to 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 agrees 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 of mortgage recording tax.

Section 12. Any qualified costs paid by the Applicant in connection with the Project may be reimbursed by the Issuer from the proceeds of the Bonds in accordance with Treasury Regulation Section 1.150-2; 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 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 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.

Pursuant to a resolution dated August 21, 2018 the Board of Standards and Appeals (“BSA”) determined that the proposed project would not have a significant adverse impact on the environment, with the implementation of certain mitigation measures and the implementation of the conditions outlined in the BSA resolution. No other significant effects upon the environment that would require the preparation of an Environmental Impact Statement were foreseeable.

The Issuer concurs with the BSA that the proposed project is an Unlisted action, pursuant to SEQRA and the implementing regulations.

Upon reviewing the previously completed Environmental Assessment Statement, dated August 21, 2018 (“EAS”), and BSA resolution, and the material provided to the Issuer by the Applicant in support of the proposed action, the Issuer has determined that the proposed project is comparable to the analysis framework presented and analyzed in the previously completed EAS.

The Issuer 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 Issuer hereby adopts and incorporates by reference the BSA resolution (including the conditions therein) attached as Exhibit A to this Resolution.

Having considered the EAS and the BSA Resolution, the Issuer certifies that:

- the requirements of SEQRA, including 6 NYCRR §617.9, have been met and fully satisfied;
- the Issuer has considered the relevant environmental impacts, facts and conclusions disclosed in the EAS and BSA resolution 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 resolution.

Based on the foregoing, the Issuer 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 Environmental Impact Statement is not required.

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: December 11, 2018

CHARLES B. WANG COMMUNITY
HEALTH CENTER, INC.

Name:
Title:

Accepted: _____, 2018

EXHIBIT A

BSA Resolution adopted on August 21, 2018
(2017-228-BZ)

MEETING OF: August 21, 2018
CALENDAR NO.: 2017-228-BZ
PREMISES: 131-66 40th Road, 131-68 40th Road and 40-46 College Point
Boulevard, Queens
Block 5060, Lots 37 and 42
BIN No. 4618847

ACTION OF BOARD — Application granted on condition.

THE VOTE TO GRANT —

**Affirmative: Chair Perlmutter, Vice-Chair Chanda, Commissioner Ottley-Brown and
Commissioner Sheta4**
Negative.....0
Absent: Commissioner Scibetta.....1

THE RESOLUTION —

WHEREAS, the decision of the Department of Buildings (“DOB”), dated December 4, 2017, acting on New Building Application No. 421519271, reads in pertinent part:

“ZR 33-43: Proposed Building does not comply with height and setback requirement per ZR 33-43. Secure BSA’s approval.

ZR 36-21: Proposed Building does not provide sufficient parking spaces. Secure BSA’s approval”; and

WHEREAS, this is an application under ZR § 72-21 to permit, in a C4-2 zoning district, the development of a 6-story, with cellar, community-facility building that does not comply with zoning regulations for height and setback and parking, contrary to ZR §§ 33-43 and 36-21; and

WHEREAS, this application is brought on behalf of Charles B. Wang Community Health Center, Inc. (the “Educational Facility”); and

WHEREAS, a public hearing was held on this application on March 6, 2018, after due notice by publication in *The City Record*, with continued hearings on April 17, 2018, and June 26, 2018, and then to decision on August 21, 2018; and

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

WHEREAS, Community Board 7, Queens, recommends disapproval of this application, citing concerns with parking and traffic; and

WHEREAS, New York State Assembly Member Ron Kim submitted testimony in support of this application, stating that the proposed development would enhance the character of the neighborhood by fitting in with the built-up, medium-density mix of uses in the vicinity and that public transportation and off-site parking would accommodate patients; and

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WHEREAS, the subject site is located on the south side of 40th Road, west of College Point Boulevard, in a C4-2 zoning district, in a flood zone, in Queens; and

WHEREAS, the subject site has approximately 168 feet of frontage along 40th Road, 27 feet of frontage along College Point Boulevard, 12,410 square feet of lot area and is occupied by two one-story buildings to be demolished; and

WHEREAS, the applicant originally proposed to develop a nine-story, with cellar, community-facility building that would not comply with zoning regulations for height and setback, side yards and parking; and

WHEREAS, in response to community concerns and questions from the Board at hearing, the applicant revised the proposed building to comply with requirements for side yards, to modify the design of the proposed building to better comport with the neighborhood's built conditions and to increase the parking proposed from 34 parking spaces to 45 parking spaces; and

WHEREAS, the applicant now proposes to develop a six-story, with cellar, community-facility building with a front wall height of 85'-5" and an initial setback distance of 20'-0" along 40th Road, a front wall height of 30'-5" and initial setback distance of 15'-0" along College Point Boulevard and 45 parking spaces (36 self-park spaces, two of which are accessible, and 9 attended parking spaces); and

WHEREAS, the applicant states that, at the subject site, the maximum permitted front wall height before setback is the lesser of four stories or 60'-0" under ZR § 33-43 and that 199 parking spaces are required under ZR § 36-21; and

WHEREAS, the applicant states that there are unique physical conditions that create practical difficulties or unnecessary in complying with applicable zoning regulations, including the shallow depth of the subject site; and

WHEREAS, specifically, the applicant states that the shallow depth of the subject site affects the resulting building shape by yielding an inefficient floorplate that precludes the development of parking spaces on levels beyond the first and second floor, as vertical transportation to such additional parking levels would be infeasible, and that fails to accommodate the minimum of 10,000 square feet of contiguous single-story floorplates required to fulfill the programmatic needs of the Educational Facility; and

WHEREAS, the applicant states that, as part of the integrated curricular requirements of the CUNY School of Medicine Sophie Davis School of Biomedical Education, the Educational Facility enables medical students to perform required clinical work, comprised of clinical rotations, for credit toward a medical degree; and

WHEREAS, the applicant states that the requested waivers will facilitates floorplates large enough to accommodate the Educational Facility's particular programs planned to be housed in the proposed building, including two consecutive longitudinal clinically-oriented academic courses designed to meet the needs of fourth-year medical students with interactive lectures, small group learning formats, videotape-based sessions, role-playing tutorials, standardized patient tutorials and medical interviewing practice seminars in a full range of health service areas,

including dental, mental health, internal medicine, family practice, women's health and pediatrics; and

WHEREAS, in further support of this contention, the applicant submitted a study of the Educational Facility's programmatic needs, determining that the Educational Facility's program requires sufficient floorplates to accommodate exam rooms and administrative space without unnecessary duplication, compliance with Patient-Centered Medical Home guidelines and increased administrative and exam room space for student training and observation, resulting in a minimum of 10,000 square feet of contiguous single-story footprint for each clinical floor and the administrative floor, allowing for approximately 16 exam and treatment rooms and waiting and support space per floor for a total of 48 exam rooms and 17 dental treatment stations, which cannot be accomplished absent relief from the Zoning Resolution's height and setback requirements; and

WHEREAS, the applicant further states that as-of-right development would be cost-prohibitive, would provide an insufficient number of floors with 10,000 square foot floorplates, would be unable to support an appropriate mix of exam rooms and support space and would be unable to accommodate the Educational Facility's six core services (dental, mental health, internal medicine, family practice, women's health and pediatrics) with only 42 exam rooms and 8 dental treatment stations; and

WHEREAS, the applicant states that development in conjunction with the issuance of a special permit under ZR § 73-44 would likewise fail to meet the Educational Facility's programmatic needs because it would be financially infeasible and includes identical, insufficient floorplates for clinical, dental and administrative floor layouts as the above as-of-right development; and

WHEREAS, in response to questions from the Board regarding the nursing and teamwork stations proposed, the applicant states that the 202 workstations include separate spaces for specific functions, including reception, health education, care management, consultation, medical student workstations, team workstations, nursing stations, staff offices and other administrative functions and that the 202 workstations are made possible by elimination of the side yard to comport with zoning requirements, which results in an increased in floorplate that allows administrative functions in close proximity to clinical programming; and

WHEREAS, the Board acknowledges that the Educational Facility, as an educational institution, is entitled to deference under the law of the State of New York as to zoning and its ability to rely upon programmatic needs in support of the subject variance application; and

WHEREAS, specifically, as held in *Cornell University v. Bagnardi*, 68 N.Y.2d 583 (1986), a zoning board must grant an educational or religious institution's application unless it can be shown to have an adverse effect on the health, safety or welfare of the community and general concerns about traffic and disruption of the residential character of the neighborhood are insufficient grounds for the denial of such applications; and

WHEREAS, the Board finds that the Educational Facility's programmatic needs in conjunction with the above unique physical conditions create practical difficulties or unnecessary

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hardship in complying strictly with applicable zoning regulations that are not created by general circumstances in the neighborhood or district; and

WHEREAS, the applicant states that, because the Educational Facility is a non-profit organization and the proposed building is needed to further its programmatic mission, demonstrating that the proposed variance is necessary to realize a reasonable return from the subject site is unnecessary; and

WHEREAS, the applicant states that the proposed building has been designed to fit harmoniously with the character of the existing surrounding uses and built condition of the surrounding area and will not impair neighboring development nor be detrimental to the public welfare; and

WHEREAS, the applicant states that the use of the proposed building is consistent with the mixed-use and residential area, which includes multi-family residences, commercial, industrial and transportation uses; and

WHEREAS, the applicant states that the proposed building fits with the built character of the surrounding area, which includes three- to seven-story multi-family residences, 17-story residential towers immediately north and 10-story residences immediately to the east, indicating that the proposed building is comparable in size and scale to surrounding buildings; and

WHEREAS, the applicant states that the proposed 45-space parking facility will provide sufficient on-site parking to meet the parking demand of the Educational Facility and that the remainder of patients will access the proposed building by foot and public transportation; and

WHEREAS, the applicant states that the cellar will contain 18 self-park parking spaces and 9 attended parking spaces, to be utilized to the extent demand is greater than the self-park spaces available at the subject site, and that the first floor will contain 18 self-park parking spaces; and

WHEREAS, the applicant submits that the proposed building will not result in any significant adverse traffic or parking impacts, notwithstanding the proposed parking reduction, because the projected hourly parking demand for the proposed building peaks at 45 parking spaces from 11:00 a.m. to 12:00 p.m. on a weekday and 33 parking spaces from 2:00 p.m. to 3:00 p.m. on Saturday; and

WHEREAS, the applicant states that the majority of the proposed off-street parking spaces within the proposed building would be used to accommodate employees of the Educational Facility with most spaces occupied during peak times, that the curbside parking regulations in the area generally include limited one-hour metered parking, no-standing or no-parking zones and alternate-side parking to accommodate street cleaning; and

WHEREAS, the applicant states that, within the subject area, detailed surveys of on-street parking regulations and utilization levels reveal that there are between 402 and 712 legal on-street parking spaces in the vicinity, depending upon the time of day and days of the week, that existing utilization levels are approximately 79 percent (80 spaces available), 95 percent (32 spaces available), 95 percent (30 spaces available) during the weekday morning, midday and afternoon

peak periods respectively; however, the applicant states that there is sufficient off-street parking available in the surrounding area with 1,000 unused parking spaces available during peak hours in a nearby garage and 40 to 50 parking spaces approximately 0.2 miles from the subject site that are available to the Educational Facility's visitors; and

WHEREAS, by letter dated May 23, 2018, Rkks Parking Inc. states that its parking facility located at 132-03 Sanford Avenue, approximately 0.2 miles from the subject site, typically has between 40 and 50 unused parking spaces available and that visitors to the Educational Facility would be permitted to park at said parking facility should there be unmet parking demand generated by the Educational Facility; and

WHEREAS, in response to community concerns and questions from the Board at hearing regarding parking at the subject site, the applicant increased the number of parking spaces proposed from 34 to 45 parking spaces to accommodate peak parking demand, revised the cellar plan to include a parking attendant room and 9 attended parking spaces and revised the first-floor plan to provide 18 self-park spaces with an additional 2 spaces achieved by eliminating portions of paved hardscapes; and

WHEREAS, the applicant states that a parking attendant will be present from 10:00 a.m. to 12:00 p.m. and 1:00 p.m. to 4:00 p.m. to accommodate demand greater than the 36 self-park spaces, that it is anticipated that the first-floor parking level will be filled first in the morning with the second-floor parking level made available and operated as an attended parking facility in the event that all 36 self-park spaces are filled when additional vehicles arrive; and

WHEREAS, in response to questions from the Board, the applicant revised the proposed building to extend the elevator to the cellar level and redesigned the pedestrian ramp into the building to increase ease of access by providing a minimal exterior slope to the entrance to the proposed building in conjunction with an interior ramp to eliminate turns in the ramp and accommodate the increase in elevation within the proposed building; and

WHEREAS, the applicant submits that, because the subject site is located in a flood zone, the proposed building complies with all applicable flood regulations, including Article VI, Chapter 4, of the Zoning Resolution and Appendix G of the New York City Building Code; and

WHEREAS, the Board finds that the proposed variance will not alter the essential character of the neighborhood or district in which the subject site is located, will not substantially impair the appropriate use or development of adjacent property and will not be detrimental to the public welfare; and

WHEREAS, the applicant states that the above practical difficulties or unnecessary hardship do not constitute a self-created hardship; and

WHEREAS, the Board finds that the above practical difficulties or unnecessary hardship have not been created by the owner or by a predecessor in title; and

WHEREAS, the applicant states that the proposed variance is the minimum necessary to permit a productive use of the site, as reflected in the above study of the Educational Facility's programmatic needs; and

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WHEREAS, the Board finds that the proposed variance is the minimum necessary to afford relief within the intent and purposes of the Zoning Resolution; and

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

WHEREAS, the Board has conducted an environmental review of the proposed action and has documented relevant information about the project in the Final Environmental Assessment Statement CEQR No. 18BSA006Q, dated August 21, 2018 (the “EAS”); 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; Open Space; Shadows; Historic and Cultural Resources; Urban Design and Visual Resources; Natural Resources; Hazardous Materials; Water and Sewer Infrastructure; Solid Waste and Sanitation Services; Energy; Transportation; Air Quality; Greenhouse Gas Emissions; Noise; Public Health; Neighborhood Character; or Construction Impacts; and

WHEREAS, by letter dated January 8, 2018, the Department of Environmental Protection (“DEP”) recommends that an (E) designation for hazardous materials should be placed on the zoning map pursuant to Section 11-15 of the New York City Zoning Resolution for the subject property and states that the (E) designation shall ensure that testing and mitigation will be provided as necessary before any further development or soil disturbance; and

WHEREAS, an (E) designation (E-496) has been placed on the site for hazardous materials, and an environmental review by the New York City Office of Environmental Remediation (“OER”) must be satisfied prior to the issuance of building permits to facilitate the construction of the proposed building; and

WHEREAS, by letter dated February 7, 2018, DEP states that the proposed project would not result in any significant adverse air quality or noise impacts; and

WHEREAS, by correspondence dated July 6, 2017, the New York City Landmarks Preservation Commission states the subject site has no archaeological significance; and

WHEREAS, by letter dated August 20, 2018, the New York City Department of Transportation (“DOT”) states that a detailed traffic analysis is not warranted as the 50-vehicle trip threshold for the weekday and Saturday peak hours will not be exceeded; that the applicant shall conduct a Post Occupancy Monitoring Study one (1) year after opening, which study will including a travel demand and modal split survey of the new facility to document the new facility’s actual trip-making characteristics; that the survey results and calculated trip-making factors shall be compared to those presented in the EAS and reviewed by DOT to validate the conclusions; that, if the actual trip-making exceeds that projected, the applicant shall perform additional LOS studies at DOT approved locations/pedestrian elements to identify potential traffic and pedestrian issues surrounding the new facility; that the applicant shall identify traffic and pedestrian improvements for DOT’s review and approval and shall submit all supporting documents; and that the applicant shall coordinate with DOT and be responsible for all costs associated with the transportation analysis and subsequent improvement measures that may be identified; and

WHEREAS, by correspondence dated January 24, 2018, the New York City Department of City Planning's Waterfront and Open Space Division states that it finds that the actions will not substantially hinder the achievement of any Waterfront Revitalization Program ("WRP") policy and hereby concurs that this action is consistent with WRP policies; and

WHEREAS, no other significant effects upon the environment that would require an Environmental Impact Statement are foreseeable; and

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

WHEREAS, the Board finds that the evidence in the record supports the findings required to be made under ZR § 72-21 and that the applicant has substantiated a basis to warrant exercise of discretion.

Therefore it is Resolved, that the Board of Standards and Appeals does hereby *issue* a Negative Declaration 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 1997, as amended, and makes each and every one of the required findings under ZR § 72-21 to *permit*, in a C4-2 zoning district, the development of a 6-story, with cellar, community-facility building that does not comply with zoning regulations for height and setback and parking, contrary to ZR §§ 33-43 and 36-21; *on condition* that all work, operations and site conditions shall conform to drawings filed with this application marked "Received August 1, 2018"-Seventeen (17) sheets; and *on further condition*:

THAT the bulk parameters of the building shall be as follows: a maximum front wall height of 85'-5" and minimum initial setback distance of 20'-0" along 40th Road, a maximum front wall height of 30'-5" and minimum initial setback distance of 15'-0" along College Point Boulevard, and 45 parking spaces (36 self-park spaces, two of which are accessible, and 9 attended parking spaces), as illustrated on the Board-approved drawings;

THAT an (E) designation (E-496) is placed on the site to ensure proper hazardous materials remediation;

THAT attended parking shall be provided at the cellar level Monday to Friday, from 10:00 a.m. to 4:00 p.m.;

THAT the applicant shall conduct a Post Occupancy Monitoring Study one (1) year after opening, which study shall including a travel demand and modal split survey of the new facility to document the new facility's actual trip-making characteristics; the survey results and calculated trip-making factors shall be compared to those presented in the EAS and reviewed by DOT to validate the conclusions; if the actual trip-making exceeds that projected, the applicant shall perform additional LOS studies at Department of Transportation approved locations/pedestrian elements to identify potential traffic and pedestrian issues surrounding the new facility; the applicant shall identify traffic and pedestrian improvements for DOT's review and approval and shall submit all supporting documents; and the applicant shall coordinate with DOT and be responsible for all costs associated with the transportation analysis and subsequent improvement measures that may be identified;

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

THAT a certificate of occupancy shall be obtained within four (4) years, by August 21, 2022;

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, August 21, 2018.

CERTIFICATION

***This copy of the Resolution
dated August 21, 2018
is hereby filed by
the Board of Standards and Appeals
dated September 28, 2018***



***Carlo Costanza
Executive Director***

Exhibit C

Project Summary

Trustees of the Spence School, Inc. (the "School"), a New York not-for-profit education corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as borrower, is seeking approximately \$30,000,000 in tax-exempt revenue notes (the "Notes"). Proceeds from the Notes, together with funds of the School and capital campaign funds, will be used as part of a plan of financing to fund a portion of the costs of: (1) demolishing an existing building located on an approximately 15,005 square foot parcel of land located at 412 East 90th Street, New York, New York (the "Project Site"); (2) designing, developing, constructing, furnishing and equipping an approximately 53,500 square foot six-story building at the Project Site which is expected to include a gymnasium and other athletic facilities and ancillary spaces, a multipurpose space, one or more classrooms and other instructional facilities, food service facilities, one or more offices, a greenhouse and a rooftop planting area, and ancillary facilities related to the foregoing (the "Facility"); and (3) pay for certain costs related to the issuance of the Notes. The Facility will be owned and operated by the School for athletic and educational purposes. The School owns and operates a private independent girls' school serving students from kindergarten through Grade 12.

Project Location

412 East 90th Street
New York, NY 10128

Current Locations

56 East 93rd Street
New York, NY 10128

17 East 19th Street
New York, NY 10128

22 East 91st Street
New York, NY 10128

74 East 91st Street
New York, NY 10128

Actions Requested

- Bond Approval and Amending Authorizing Resolution

Anticipated Closing

Q1 2019

Impact Summary

| | |
|---|-----------------------|
| Employment | |
| Jobs at Application: | 0 |
| Jobs to be Created at Project Location (Year 3): | 15.5 |
| Total Jobs (full-time equivalents) | 15.5 |
| Projected Average Hourly Wage (excluding principals) | \$ 29.50 |
| Highest Wage/Lowest Wage | \$ 44.00/22.00 |

| | |
|--|---------------------|
| Estimated City Tax Revenues | |
| Impact of Operations (NPV 30 years at 6.25%) | \$ 1,429,887 |
| One-Time Impact of Renovation | 2,353,125 |
| Total impact | \$ 3,783,012 |

| | |
|--|------------------|
| Estimated Cost of Benefits Requested: New York City | |
| NYC Forgone Income Tax on Bond Interest | 193,219 |
| Corporation Financing Fee | (175,000) |
| Total Cost to NYC Net of Financing Fee | \$ 18,219 |

Trustees of the Spence School

| | | |
|---|----|---------|
| Costs of Benefits Per Job | | |
| Estimated Total Cost of Benefits per Jobs in Year 3 | \$ | 1,175 |
| Estimated City Tax Revenue per Jobs in Year 3 | \$ | 244,065 |

| | | |
|--|-----------|------------------|
| Estimated Cost of Benefits Requested: New York State | | |
| NYS Forgone Income Tax on Bond Interest | | 726,930 |
| Total Cost to NYS | \$ | 726,930 |
| Overall Total Cost to NYC and NYS | | \$745,149 |

Sources and Uses

| Sources | Total Amount | Percent of Total Financing |
|------------------|--------------------|----------------------------|
| Bond Proceeds | 30,000,000 | 29% |
| Capital Campaign | 45,750,000 | 45% |
| Equity | 26,500,000 | 26% |
| Total | 102,250,000 | 100% |

| Uses | Total Amount | Percent of Total Costs |
|-----------------------------|--------------------|------------------------|
| Land & Building Acquisition | 26,500,000 | 26% |
| Construction Hard Costs | 60,475,000 | 59% |
| Construction Soft Costs | 12,600,000 | 12% |
| Furnishings & Equipment | 1,925,000 | 2% |
| Cost of Issuance | 750,000 | 1% |
| Total | 102,250,000 | 100% |

Fees

| | Paid At Closing | On-Going Fees (NPV, 30 Years) |
|-----------------------------|-------------------|----------------------------------|
| Corporation Fee | \$ 237,500 | |
| 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 | 379,750 | 23,458 |
| Total Fees | \$ 403,208 | |

Financing and Benefits Summary

First Republic Bank will directly purchase the Notes. The Notes are anticipated to be issued as drawdown Notes and have a 30-year maturity, and will bear interest at either: a) an indicative fixed rate of 3.40% for 10 years, followed by a variable rate of LIBOR + 1.15% for the remainder of the term, b) an indicative fixed rate of 3.60% for 20 years, followed by a variable rate of LIBOR + 1.15% for the remainder of the term, or c) an indicative fixed rate of 3.80% for 30-years. The Notes will be secured by a first priority lien on the School's assets. Based on an analysis of the School's financial statements, it is expected to have a debt service coverage ratio of 3.20x.

Trustees of the Spence School

Applicant Summary

Founded by Clara B. Spence in 1892, the School is an independent, college- preparatory, day school for girls in grades Kindergarten through 12. By the late 1960s, the School had an enrollment of approximately 360 students in grades K-12 and the faculty consisted of 35 full-time and 15 part-time teachers. Since then, the School's enrollment has increased incrementally to the present enrollment of 752: 265 in the Lower School (Grades K-4); 227 in the Middle School (Grades 5-8); and 260 in the Upper School (Grades 9-12).

Although the School has dealt with capacity issues over the years, by the late 1990s, the severe lack of flexible space had serious implications for the School's long-term educational goals. In 1998, the School moved the Business Office to 74 E. 91st Street in order to create much-needed classroom space. In the summer of 1999, the School purchased an additional building at 56 East 93rd Street. The new building added approximately 40,000 square feet, creating a distinct facility for the Lower School (Grades K-4) with 15 classrooms, a dance studio, a music room, an art room, a library, a dining room, a science lab and resource center, as well as the School's only full-size gymnasium, which has enhanced the School's athletic programs in all three divisions.

The expected lower interest rate that Build NYC Resource Corporation's assistance would provide would lower the Project-related debt service by up to \$190,000 per year, thereby reducing the costs passed through to the School's students and their families and reducing the need to support the operation of the Facility through rentals to members of the public.

Ellanor (Bodie) Brizendine – Head of School

Ms. Brizendine has served in independent schools all of her professional career. She has been with the School since 2007 and is its 14th Head of School. Prior to joining the School, she served as Head of School at Marin Academy and various leadership positions at San Francisco University High School and the Bryn Mawr School for Girls in Baltimore, MD. Throughout her 31 years in education, she has taught English. Ms. Brizendine received a B.S. from Towson State University and a M.A. from the Johns Hopkins University.

Elyse Waterhouse - Director of Finance and Operations

As the Director of Finance and Operations, Ms. Waterhouse oversees the following departments: facilities, maintenance, food service, campus safety, information technology, student health, the business office, and any construction projects. Ms. Waterhouse came to the School in 2011 from The Forman School in Litchfield, Connecticut, where she served as CFO for the prior four years. Her previous experience includes five years as Director of Finance and Operations at the Green Meadow Waldorf School and five years as Executive Director of the Gesell Institute of Human Development, Inc. at Yale University. Ms. Waterhouse received a B.A. from the University of Rhode Island and an M.B.A. from Long Island University.

Douglas Brophy – Academic Dean

Prior to joining the School, Mr. Brophy served as Assistant Head of School for Academic Affairs and Director of the Upper School at Friends Select School in Philadelphia. As a member of the History department at the School, he teaches World Religions and Post-1945 US History and as the School's Academic Dean, he is charged with oversight of the K-12 program, including curriculum design, hiring, professional development and evaluation. In addition to teaching History, Mr. Brophy is an Upper School advisor and serves on several committees. Prior to teaching, he was a practicing attorney in Atlanta, specializing in employment discrimination. Mr. Brophy received a B.A. and J.D. from Tulane University, a M.A. from Stanford University, and a Ph.D. from the University of Pennsylvania.

Employee Benefits

The School offers a retirement plan, health insurance, life insurance, transportation subsidies, supplemental cafeteria allowance, and a health care flexible spending account.

Trustees of the Spence School

SEQRA Determination

Corporation staff have reviewed the environmental impact 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 Resolution dated April 17, 2018, both of which are attached as Exhibit A.

Due Diligence

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

| | |
|----------------------------------|---|
| Compliance Check: | Not Applicable |
| Living Wage: | Compliant |
| Paid Sick Leave: | Compliant |
| Affordable Care Act: | ACA Coverage Offered |
| Private School Policy: | Compliant |
| Bank Account: | First Republic Bank |
| 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: | Elyse Waterhouse The Spence School 22 East 91 st Street New York, NY 10128 |
| Attorney: | Alison Radecki, Esq. Orrick, Herrington & Sutcliffe LLP 51 West 52 nd Street New York, NY 10019 |
| Accountant: | Edward Martin Eisner Amper 750 Third Avenue New York, NY 10017 |
| Consultant: | Kevin Quinn Wye River Group 522 Chesapeake Avenue Annapolis, MD 21403 |
| Community Board: | Manhattan, CB8 |

Trustees of the Spence School
Board of Trustees

William L. Jacob III, President
F. Lyon Polk III, Vice President
Lauren Kleinberg Levy
George R. Bason, Jr.
Arthur Chu
Michael P. Clifford
Anand Desai
Rebecca Danziger
Amy Griffin
Emilio Harris
Sonny Kalsi

Adam Klein
Robert N. Lauder
Meredith Rubel
Richard Olcott
C. Cybele Raver
James Shulman
Jose Tavaréz
Theodore T. Wang
Akuezunkpa Ude Welcome

THE SPENCE SCHOOL

October 30, 2018

Build NYC Resource Corporation
c/o New York City Economic Development Corporation
110 William Street
New York, New York 10038

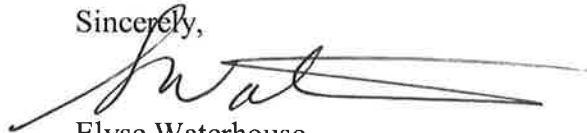
Ladies and Gentlemen:

The Spence School respectfully requests that Build NYC Resource Corporation serve as the issuer for the School's proposed tax-exempt financing. Proceeds of the proposed transaction would be used to fund up to \$30,000,000 of the cost of designing and constructing a new 6-story, approximately 53,500 square foot athletic and educational facility to be located at 412 East 90th Street in the Borough of Manhattan (the "Project") and transaction related costs. The total cost of the Project is estimated to be approximately \$101,500,000.

The Project will enhance the School's ability to further its educational mission of "preparing a diverse community of girls and young women for the lifelong transformation of self and the world with purpose, passion and perspective" by facilitating the expansion of its athletics, performing arts and environmental stewardship programs. The Project will also be made available to local public schools, with estimated public school use of up to 1,000 hours annually.

The School's history of conservative debt management and the strong fiscal management of its operations highlight the financial health of the School. We sincerely appreciate your consideration of this request. If you have any questions, please feel free to call or email me directly.

Sincerely,



Elyse Waterhouse

Exhibit D

Resolution Amending Certain Terms of Its Resolution Adopted on September 18, 2018 approving the financing of a certain facility for Trustees of the Spence School, Inc. and authorizing the issuance and sale of an approximately \$25,000,000 2018 Tax-Exempt Revenue Note (Trustees of the Spence School, Inc. Project), and the taking of other action in connection therewith

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

WHEREAS, on September 18, 2018, the Issuer adopted a resolution (the “Bond Resolution”) authorizing Trustees of the Spence School, Inc., a New York not-for-profit education corporation (the “Applicant”), to undertake a project consisting of the financing of a portion of the costs of the (i) demolition of an existing building located on an approximately 15,005 square foot parcel of land located at 412 East 90th Street, New York, New York (the “Project Site”); and (ii) designing, developing, constructing, furnishing and equipping of an approximately 53,500 square foot six-story building at the Project Site, which is expected to include a gymnasium and other athletic facilities and ancillary spaces, a multipurpose space, one or more classrooms and other instructional facilities, food service facilities, one or more offices, a greenhouse and a rooftop planting area, and ancillary facilities related to the foregoing (the “Facility”), which will be operated by the Applicant for athletic and educational purposes (the “Project”) and the issuance and sale of an approximately \$25,000,000 2018 Tax-Exempt Revenue Note (Trustees of the Spence School, Inc. Project) (the “Issuer Note”), and the taking of other action in connection therewith; and

WHEREAS, the Applicant has advised the Issuer of the intent of the Applicant to increase the principal amount of the Issuer Note to approximately \$30,000,000 (or such greater principal amount not to exceed \$33,000,000), and that the Issuer Note may bear interest at any of a fixed rate to maturity, or a ten year or 20 year fixed rate to maturity with interest at a variable rate for the remainder of the approximately 30-year term, and that the Issuer Note will be a draw-down Note until the full principal amount of the Issuer Note will be advanced; and

WHEREAS, on September 25, 2013, the Issuer issued its \$14,080,000 2013 Tax-Exempt Promissory Note (Trustees of the Spence School, Inc.) (the “2013 Issuer Note”) which 2013 Issuer Note was secured in part pursuant to a Security Agreement (Accounts, General Intangibles, Inventory & Other Collateral) dated as of September 1, 2013 (the “Security Agreement”) from the Applicant to The Bank of New York Mellon, as Master Trustee (the “Master Trustee”), and under a Master Trust Indenture and Security Agreement, dated as of September 1, 2013, as supplemented (the “Master Trust Indenture”), between the Applicant and the Master Trustee (the financing documents executed in connection with the 2013 Issuer Note being referred to as the “2013 Issuer Note Financing Documents”); and

WHEREAS, the Applicant has requested that the Issuer amend the Bond Resolution as set forth below, and the Issuer has determined to accommodate such request of the Applicant;

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

Section 1. Sections 3, 4 and 6 of the Bond Resolution are hereby amended to read as follows:

“Section 3. To provide for the financing of the Project, the issuance of the Issuer Note by the Issuer is hereby authorized subject to the provisions of this Resolution and the Master Loan Agreement.

The Issuer Note shall be issued as a single fully registered note, shall be dated its date of issuance, shall be a draw-down note in the principal amount not to exceed \$33,000,000, shall be payable as to principal and interest as provided in the Master Loan Agreement, shall bear interest at either (i) an annual fixed rate until maturity or (ii) an annual fixed rate for a period of approximately ten (10) years or twenty (20) years and then a variable rate of interest, all as determined by the Certificate of Determination), shall be subject to optional and mandatory redemption as provided in the Issuer Note, shall be payable as provided in the Master Loan Agreement until the payment in full of the principal amount thereof and shall mature approximately thirty (30) years from the date of issuance of the Issuer Note (or as determined by the Certificate of Determination), all as set forth in the Issuer Note. Other applicable provisions shall be set forth in the Master Loan Agreement.

Section 4. The Issuer Note shall be secured by the pledge effected by the Master Loan Agreement, the Master Trust Indenture and the Security Agreement, 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 Master Loan Agreement. The Issuer Note, together with the interest thereon, is a special limited revenue obligation of the Issuer, payable solely as provided in the Master Loan Agreement, including from moneys deposited in the funds as established under the Master Loan Agreement (subject to disbursements therefrom in accordance with the Master Loan Agreement), 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 Issuer Note be payable out of any funds of the Issuer other than those

pledged therefor. The Issuer Note is further secured pursuant to the Master Trust Indenture and the Security Agreement.

Section 6. The execution and delivery of the Master Loan Agreement, the endorsement of the Promissory Note and the Tax Regulatory Agreement from the Issuer and the Applicant to the Lender, and any related amendments to the 2013 Issuer Note Financing Documents (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 or pursuant to the Certificate of Determination, are hereby authorized. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director and General Counsel of the Issuer are hereby authorized to execute, acknowledge and deliver each such Issuer Document. The execution and delivery of each such Issuer Document by said officer shall be conclusive evidence of due authorization and approval.”

Section 2. The Bond Resolution, including the SEQRA findings set forth in Exhibit A thereto, is hereby ratified and confirmed in all respects, except as amended pursuant to this Resolution.

Section 3. This Resolution shall take effect immediately.

ADOPTED: December 11, 2018

TRUSTEES OF THE SPENCE SCHOOL, INC.

By: _____

Name:

Title:

Accepted: _____, 2018