

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
FEBRUARY 12, 2019

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
Barry Dinerstein, alternate for Marisa Lago
the Chair of the City Planning Commission of The City of New York
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:

Khary Cuffe
Albert De Leon
Andrea Feirstein
Jacques-Philippe Piverger

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 9:30 a.m., at which point a quorum was present.

1. Adoption of the Minutes of the December 11, 2018 Board of Directors Meeting

Mr. Patchett asked if there were any comments or questions relating to the minutes of the December 11, 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 December 31, 2018 (Unaudited)

Christine Robinson, Assistant Vice President of NYCEDC, presented the Corporation's Financial Statements for the six-month period ending December 31, 2018 (Unaudited). Ms. Robinson stated that in the six-month period, the Corporation recognized approximately \$1,600,000 in revenue from thirteen transactions. Ms. Robinson stated that income derived from compliance, application, and other fees totaled \$101,000 for the six-month period. Ms. Robinson stated that the Corporation recognized \$1,000,000 in total expenditures for the six-month period ending in December 31, 2018, consisting of the monthly management fee, public hearing and marketing expenses.

3. Success Academy Brook Ave., LLC

Kyle Brandon, a Project Manager for NYCEDC, presented for review and adoption a bond approval and authorizing resolution for an approximately \$50,000,000 tax-exempt and taxable revenue bond issuance for the benefit of Success Academy Brook Ave., LLC and recommended the Board adopt a SEQRA determination that the proposed project is an Unlisted action and will not have a significant adverse effect on the environment. Mr. Brandon described the project and its benefits as set forth in Exhibit A.

Mr. Dinerstein stated that the Finance Committee reviewed this project and were concerned about this project because the commitment of all charter schools is generally only for five years. However, since this project creates a school that would most likely be used even if this particular operator were to lose their charter, they were supportive of the project. Mr. Dinerstein stated that this building is a particularly beautiful building that has been looking for a purpose, and the Finance Committee is excited that it's going to be used as a high school serving the public. On behalf of the Finance Committee, Mr. Dinerstein recommended approval of this project.

Mr. Patchett stated that folks in the education space would agree that Success Academy has various advocates as well as various people who are concerned about their academic approach. Mr. Patchett stated that generally speaking Agency staff have found that parents who send their children there are extremely satisfied with the education that their kids get, that their test scores are unbelievable and that their performance is incredible. Mr. Patchett stated that, notwithstanding the broader debate about the charter movement, the school is certainly a success story and Agency staff is comfortable supporting this charter school as well as others by taking a similar approach, which is ensuring that they have the financial capacity to cover the debt service, and also the operating history, to meet the Agency's policy

requirements. Mr. Patchett stated that he supports this transaction.

Mr. Cook stated that the Comptroller's office audited the school as is allowed by recent changes in New York State law. Mr. Cook stated that the audit bureau was concerned about a number of the school's financial controls. Mr. Cook stated that the bureau has similar concerns with the City's Department of Education so these are expected concerns across growing educational facilities such as having controls to monitor and track computers, which increasingly will move from school to school and classroom to classroom. Mr. Cook stated that the Comptroller's Office would love to see movement from the school on any of these issues but until then the Comptroller's Office will abstain from voting on this project because of those concerns. Mr. Cook stated that the Comptroller's Office is hopeful that the school will look at the recommendations and find some value in addressing some of them.

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 Academy Brook Ave., LLC attached hereto as Exhibit B was made, seconded and approved with Mr. Cook abstaining from the vote.

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

Emily Marcus, a Project Manager for NYCEDC, presented for review and adoption an amended 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. Ms. Marcus 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.

There being no comments or questions, a motion to approve the amended bond approval and authorizing resolution for the benefit of the Charles B. Wang Community Health Center, Inc. attached hereto as Exhibit D was made, seconded and unanimously approved.

Exhibit A

Project Summary

Success Academy Brook Ave., 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"), as borrower, is seeking approximately \$50,000,000 in tax-exempt and/or taxable revenue bonds (the "Bonds"). Proceeds from the Bonds, together with other funds provided by SACS, Inc. or an affiliate of SACS, Inc., will be used to finance: (i) the tenant fit out, renovation, equipping, and expansion of an existing 113,105 square foot building on an approximately 14,663 square foot parcel of land located at 878 Brook Avenue, Bronx, New York to be leased to Success Academy Brook Ave., LLC (the "Facility"), (ii) capitalized interest on the Bonds, and (iii) certain fees and costs related to the issuance of the Bonds. The borrower proposes to convert the building into a 1,200-student public charter high school to be operated by 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.

Project Location

878 Brook Avenue
 Bronx, New York 10451

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 an Unlisted action

Anticipated Closing

Summer 2019

Impact Summary

Employment	
Jobs at Application:	0
Jobs to be Created at Project Location (Year 3):	96
Total Jobs (full-time equivalents)	96
Projected Average Hourly Wage (excluding principals)	\$ 35.34
Highest Wage/Lowest Wage	\$ 52.20/26.56
Estimated City Tax Revenues	
Impact of Operations (NPV 20 years at 6.25%)	\$ 1,083,520
One-Time Impact of Renovation	1,314,390
Total impact	\$ 2,397,910
Additional benefit from jobs to be created	\$ 8,247,928
Estimated Cost of Benefits Requested: New York City	
MRT Benefit	\$ 812,500
NYC Forgone Income Tax on Bond Interest	373,202
Corporation Financing Fee	(275,000)
Total Cost to NYC Net of Financing Fee	\$ 910,702

Success Academy Brook Ave., LLC

Costs of Benefits Per Job		
Estimated Total Cost of Benefits per Jobs in Year 3	\$	9,486
Estimated City Tax Revenue per Jobs in Year 3	\$	110,894

Estimated Cost of Benefits Requested: New York State		
MRT Benefit	\$	587,500
NYS Forgone Income Tax on Bond Interest		1,404,065
Total Cost to NYS	\$	1,991,565
Overall Total Cost to NYC and NYS	\$	2,902,267

Sources and Uses

Sources	Total Amount	Percent of Total Financing
Tax-Exempt Bond Proceeds	50,000,000	92%
Equity	4,154,464	8%
Total	\$54,154,464	100%

Uses	Total Amount	Percent of Total Costs
Construction Hard Costs	36,364,358	67%
Construction Soft Costs	5,357,065	10%
Furnishings & Equipment	5,602,484	10%
Cost of Issuance	1,151,688	2%
Contingency	5,678,869	10%
Total	\$54,154,464	100%

Fees

	Paid At Closing	On-Going Fees (NPV, 20 Years)
Corporation Fee	\$275,000	
Bond Counsel	Hourly	
Annual Corporation Fee	1,250	16,607
Bond Trustee Acceptance Fee	500	
Annual Bond Trustee Fee	750	
Trustee Counsel Fee	5,000	9,364
Total	282,500	25,971
Total Fees	\$308,470	

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 are anticipated to be issued as fixed-rate bonds with an approximately 20-year maturity and an indicative interest rate of 6%. The Bonds will be secured by a leasehold mortgage on the Facility. Based on an analysis of SACS, Inc.'s financial statements, it is expected to have a debt service coverage ratio of 1.84x.

Success Academy Brook Ave., LLC

Applicant Summary

Founded in 2006, Success Academy Charter Schools (“Success Academy”) is a free, public charter school network in New York City. Success Academy currently operates 47 schools, serving approximately 17,000 children in kindergarten through 12th grade. Approximately 94% of Success Academy’s 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, Success Academy received more than 17,700 applications for 3,288 open seats.

Over the past twelve years, Success Academy has built a high performing public school network, showing that all children can excel. In 2018, Success Academy has combined math and reading score that topped every other district in New York City. Success Academy graduated its first class of high school seniors in 2018. Approximately 99% of Success Academy’s 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.

Eva Moskowitz, Founder and CEO, SACS, Inc.

Ms. Moskowitz founded Success Academy Charter Schools in 2006. Eva’s 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 Success Academy Charter Schools. Prior to joining Success Academy, he 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, Steve 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

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

SEQRA Determination

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

Success Academy Brook Ave., LLC

Due Diligence

The Corporation conducted a background investigation of the Applicant and SACS, Inc. 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:	Not Applicable
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:	Pending
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



December 17, 2018

BuildNYC
110 William Street
New York, NY 10038

Re: Signed inducement Letter on company letterhead

Applicant Background

Founded in 2006 by Eva Moskowitz, Success Academy Charter Schools is the largest and highest-performing free, public charter school network in New York City. Success Academy currently operates 47 schools, serving approximately 17,000 children in kindergarten through 12th grade. Approximately 94% of our 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, Success Academy received more than 17,700 applications for 3,288 open seats.

Over the past twelve years, Success Academy has built world-class public schools, showing that all children can excel. In 2018, Success Academy schools had a combined math and reading score that topped every other district in New York. While strong performance on tests is an important and necessary metric, it is not our ultimate goal. We aim for not only attendance at but also graduation from selective four-year colleges.

Project

The proposed project is renovation and conversion of the Old Bronx Courthouse, a landmarked building located at 878 Brook Ave Bronx, NY 10451, to a 1,200 student capacity public charter high school. The project includes restoration of the historic elements of the building and renovation upgrades to serve the new use of the building.

Project Would Not Be Completed Without BuildNYC

The Project would not be completed without the benefit of BuildNYC's resources. Total Project costs are estimated to be \$54,154,464, with \$36,364,358 for hard construction



costs, \$5,357,065 for soft costs, \$1,912,500 for furnishings and equipment purchases, \$1,151,688 in closing fees, and \$9,368,853 in IT, audiovisual, security and contingencies.

Immediate Impact of the Project

The immediate impact of the project is that the educational home for 1,200 primarily low-income high school students of color in the Bronx will be secure.

Sincerely,

A handwritten signature in black ink, appearing to read 'Eva Moskowitz', is written over the typed name below.

Eva Moskowitz
Founder and CEO
Success Academy Charter Schools

Exhibit B

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF APPROXIMATELY \$50,000,000 OF BUILD NYC RESOURCE CORPORATION TAX-EXEMPT REVENUE BONDS AND/OR 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 Academy Brook Ave., LLC, a Delaware limited liability company, the sole member of which is Success Academy Charter Schools, Inc., a Delaware not-for-profit corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Applicant”), has entered into negotiations with officials of the Issuer in connection with (i) the financing and/or refinancing of the tenant fit-out, renovation, equipping, and expansion of a leasehold premises in an approximately 113,105 square foot building on an approximately 14,663 square foot parcel of land located at 878 Brook Avenue, Bronx, New York (the “Facility”), (ii) the financing of capitalized interest, (iii) the funding of a debt service reserve fund and (iv) the financing of certain costs related to the issuance of the bonds, which Facility will be used as a 1,200-student public charter high school to be operated by 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 (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 will have 96 full-time equivalent employees at the Facility within three years of completion of the Project; 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 tax exempt and/or taxable revenue bonds (Success Academy Charter Schools Project) in the aggregate principal amount of approximately \$50,000,000 (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 Bonds are to be secured by one or more leasehold mortgage and security agreements from the Applicant to the Trustee and the Issuer or from the Issuer and the Applicant to the Trustee with respect to the Facility (collectively, the “Mortgage”) which Mortgage will be assigned to the Trustee pursuant to one or more Assignment of Mortgage and Security Agreements from the Issuer to the Trustee (“the Assignment of Mortgage”) (and may be further assigned to a master trustee, if applicable, to secure obligations under a master trust indenture, including the obligation to repay the Bonds); 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 \$50,000,000 (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 further secured by the Mortgage.

Section 5. The Bonds are hereby authorized to be sold at a purchase price as shall be approved by the Certificate of Determination.

Section 6. The execution and delivery of the Indenture, the Loan Agreement, the Mortgage, the Assignment of Mortgage, the Bond Purchase Agreement, the Official Statement, and a Tax Certificate from the Issuer and the Applicant to the Trustee (the documents referenced in this Section 6 being, collectively, the "Issuer Documents"), each being substantially in the form approved by the Issuer for prior financings, are hereby authorized. The Chairman, Vice Chairman, Executive Director, Deputy Executive Director and 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 7. The Issuer hereby authorizes the distribution of the Official Statement relating to the Bonds.

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

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

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

Section 10. The Issuer is hereby authorized to cause the Applicant 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 11. Any expenses incurred by the Issuer with respect to the Project and the financing thereof shall be reimbursed out of the proceeds of the Bonds or, in the event such proceeds are insufficient after payment of other costs of the Project or the Bonds are not issued by the Issuer due to inability to consummate the transactions herein contemplated, shall be paid by the Applicant. 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 12. This Resolution constitutes “other similar official action” under the provisions of Treasury Regulation 1.150-2 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.

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

- (1) the proposed Project would not result in a substantial adverse change in existing traffic, air quality or noise levels;
- (2) the existing building is a national and local historic landmark. On August 8, 2017 (LPC 19-14167), the Landmarks Preservation Commission (LPC) issued a Certificate of Appropriateness approving the proposal to construct the exterior alterations. LPC determined that the proposed changes to the building would not detract from the significant features of the building. The proposed Project would not result in significant adverse impacts on cultural, archaeological, architectural, or aesthetic resources or the existing neighborhood;

(3) the proposed Project would not result in significant adverse impacts to natural resources, critical habitats, or water quality;

(4) the proposed Project would not result in a change in existing land use or zoning use and the proposed project would be as-of-right under zoning;

(5) the proposed renovation of the existing building would not require any subsurface disturbance and is not expected to result in any adverse impacts related to hazardous materials;; and

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

Section 15. 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 16. In connection with the Project, the Issuer intends to grant the Applicant financing assistance in the form of issuance of the Bonds and an exemption from mortgage recording tax.

Section 17. This Resolution shall take effect immediately.

Adopted: February 12, 2019

Accepted: _____, 2019

SUCCESS ACADEMY BROOK AVE., LLC

By: _____
Name:
Title:

SUCCESS ACADEMY CHARTER SCHOOLS, INC.

By: _____
Name:
Title:

Exhibit C



Build NYC Resource Corporation

FINANCING PROPOSAL
CHARLES B. WANG COMMUNITY
HEALTH CENTER, INC.
MEETING OF FEBRUARY 12, 2019

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 are seeking 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 located on an approximately 12,410 square foot parcel of land located at 131-72 40th Road, Flushing, NY 11354 together with 45 parking spaces (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 (the "Project").

Project Location

131-72 40th Road
Flushing, New York 11354

Actions Requested

Amended Bond Approval and Authorizing Resolution

Prior Actions

- Bond Approval and Authorizing Resolution December 11, 2018
- Adoption of a SEQRA determination of no significant environmental impacts.

Anticipated Closing

February 2019

Revised Financing and Benefits Summary

The Project was authorized by the Corporation's Board of Directors on December 11, 2018. Corporation staff is now requesting that the Board approve an Amended Bond Approval and Authorizing Resolution to reflect in the Resolution that Healthview will be the borrower of the Bond proceeds, will pay for all costs associated with the Project, and will be the owner of the Facility. CBWCHC will guarantee the Bonds and will operate the Facility as a primary health care center. This change to the Project did not require a new public notice or public hearing and will not materially change the benefits previously approved. The Amended Bond Approval and Authorizing Resolution will also reflect the correct number of enclosed off-street parking spaces that will be located at the Facility. The number of enclosed off-street parking spaces was previously stated at 34. The correct number of enclosed off-street parking spaces is 45. This change to the Project requires a new public notice and public hearing but will not materially change the benefits previously approved.

Exhibit D

Amending Resolution to that 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 (“CBWCHC”), and will be operated by the Applicant as a primary care health center; and

WHEREAS, on December 11, 2018, the Issuer’s Board of Directors adopted a resolution (the “Original Resolution”) approving the Project 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 (the “Bonds”), which Original Resolution contemplated that the Applicant would be the borrower of the proceeds of the Bonds; and

WHEREAS, the Applicant has now informed the Issuer that CBWCHC or the Applicant will be the borrower of the proceeds of the Bonds and that, if CBWCHC is the borrower, the Applicant may guarantee CBWCHC’s obligations under the loan; and

WHEREAS, in addition, the Applicant has informed the Issuer that Facility will include 45 parking spaces in compliance with the resolution of the Board of Standards and Appeals dated August 21, 2018; 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 definition of the Facility and the Project as set forth in the Original Resolution are hereby revised to reflect the financing of the design, construction, furnishing and equipping of an approximately 80,000 square foot building located on an approximately 12,410 square foot parcel of land located at 131-72 40th Road, Flushing, NY 11354 together with 45 parking spaces; and

Section 3. The Issuer hereby approves the Project as revised, and authorizes the Applicant and/or CBWCHC 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 (each as defined in the Original Resolution).

Section 4. The party to the Loan Agreement may be either the Applicant or CBWCHC and, if CBWCHC is the borrower and the party to the Loan Agreement, then the Applicant may guarantee CBWCHC's obligations under the Loan Agreement pursuant to a Guaranty Agreement from the Applicant to the Trustee (as defined in the Original Resolution).

Section 5. In addition to executing the Loan Agreement, if CBWCHC is the borrower, (i) CBWCHC will also execute one or more promissory notes in favor of the Issuer and endorsed to the Trustee (collectively, the "Promissory Note") to evidence CBWCHC's obligation under the Loan Agreement to repay such loan, (ii) CBWCHC will secure its obligations under the Loan Agreement by mortgage liens on and security interests in the Facility and/or additional property, granted by CBWCHC, 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 (iii) CBWCHC may further secure its obligations by a pledge and security interest in certain assets of CBWCHC pursuant to a Pledge and Security Agreement from CBWCHC to the Trustee (the "Pledge and Security Agreement").

Section 6. All covenants, stipulations, obligations and agreements of the Issuer contained in this Amended Resolution and contained in the Issuer Documents (as defined in the Original Resolution) 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 Amended 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 Amended 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 7. 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 Amended Resolution, the Issuer Documents and the issuance of the Bonds.

Section 8. 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 Amended 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 9. 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 or General Counsel of the Issuer to approve modifications to the terms approved hereby which do not affect the intent and substance of this Amended Resolution. The approval of such modifications shall be evidenced by the Certificate of Determination.

Section 10. This Amended Resolution amends the Original Resolution, and except as amended herein, the Original Resolution shall remain in full force and effect.

Section 11. This Amended Resolution shall take effect immediately.

ADOPTED: February 12, 2019

CHARLES B. WANG COMMUNITY HEALTH
CENTER, INC.

Name:
Title:

Accepted: __ __, 2019