

MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS
OF
BUILD NYC RESOURCE CORPORATION
HELD IN-PERSON AT THE ONE LIBERTY PLAZA OFFICES OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
MARCH 12, 2024

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

Andrew Kimball (Chairperson)
Ellen Baer
Nate Bliss, alternate for Maria Torres-Springer,
Deputy Mayor for Housing, Economic Development and Workforce
Francesco Brindisi, alternate for Brad Lander
Comptroller of The City of New York
HeeWon Brindle-Khym
Richard W. Eaddy
Carolyn Grossman Meagher, alternate for Dan Garodnick,
Chair of the City Planning Commission of The City of New York
Janet Mejia-Peguero
Randolph Peers
James Prendamano
Shanel Thomas
Betty Woo, alternate for Hon. Sylvia Hinds-Radix,
Corporation Counsel of The City of New York

The following directors and alternates were not present:

Felix A. Ciampa
Adam Friedman
Venetia Lannon

Andrew Kimball, President of New York City Economic Development Corporation (“NYCEDC”) and Chairperson of the Build NYC Resource Corporation (“Build NYC” or the “Corporation”), convened the meeting of the Board of Directors of Build NYC at 10:08 a.m., at which point a quorum was present.

1. Adoption of the Minutes of the January 23, 2024 Board Meeting

Mr. Kimball asked if there were any comments or questions relating to the minutes of the January 23, 2024 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 January 31, 2024 (Unaudited)

Carol Ann Butler, an Assistant Vice President of NYCEDC, presented the Corporation's Financial Statements for the seven-month period ending January 31, 2024 (Unaudited). Ms. Butler reported that for the seven-month period the Corporation recognized revenues from project finance fees from five transactions totaling \$827,000. In addition, revenues derived from compliance, application, post-closing and other fees in the amount of \$134,000. Ms. Butler also reported that \$1.3 million in operating expenses, largely consisting of the monthly management fee, were recorded for the Corporation for the seven-month period that ended on January 31, 2024 (Unaudited).

3. Tremont Park Facility LLC

Weston Rich, a Senior Associate for NYCEDC, presented for review and adoption a bond approval and authorizing resolution for approximately \$62,000,000 in tax-exempt revenue bonds for the benefit of Tremont Park Facility LLC and recommended the Board adopt a negative declaration for this project as a SEQRA determination because the project would not have an adverse effect on the environment. Mr. Rich described the project and its benefits, as reflected in Exhibit A.

On behalf of the Finance Committee, Ellen Baer stated that Finance Committee reviewed the transaction and are comfortable with it.

Ms. Mejia-Peguero stated that she would like to bring awareness to the amount of charter school projects that are being brought to the board and that specifically in the Bronx. This is an area that is in great need so she would like to encourage Corporation staff to analyze the environmental impact and prevent oversaturation of charter schools in a debilitated Department of Education system in the Bronx so she wanted to bring awareness to this issue. Mr. Rich thanked Ms. Mejia-Peguero for the comment and stated that Corporation staff see a lot of charter schools in the Bronx, especially in the South Bronx. Mr. Rich stated that Corporation staff had conversations with Zeta CMO ("Zeta") about this project and specifically the school location which is a little further removed from the South Bronx. Mr. Rich stated that it was interesting seeing Zeta's analysis of charter school applications which aided them in making an informed decision to choose this project location and that these issues is something Corporation staff actively discuss with charter school applicants. In response to a question from Mr. Peers, Mr. Rich stated that both parcels are being sold by the same seller under one acquisition cost and Zeta engaged Jones Lang LaSalle Incorporated for a market analysis thereby receiving comparable property sales for the past 36 months of sales in the Bronx and

after analyzing the market price and sales price per square footage it was comparable especially with other charter schools in the Bronx. Corporation staff agreed it was a good market rate price that they received which was approximately \$7 million.

There being no further comments or questions, a motion to approve the bond approval and authorizing resolution and SEQRA determination, attached hereto as Exhibit B, for the benefit of Tremont Park Facility LLC was made, seconded and unanimously approved.

4. Adjournment

There being no further business to come before the Board of Directors at the meeting, pursuant to a motion made, seconded and unanimously approved, the meeting of the Board of Directors was adjourned at 10:15 a.m.


Assistant Secretary

Dated: 4/25/24
New York, New York

Exhibit A



Build NYC Resource Corporation

PROJECT SUMMARY

The borrower will be Tremont Park Facility LLC, which is a New York limited liability company and a disregarded entity for federal income tax purposes (the “Borrower”), whose sole member is Zeta Charter Schools, Inc. (“Zeta CMO”), a Delaware not-for-profit corporation exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Zeta CMO is a charter management organization founded to provide academic and business services to Zeta Charter Schools – New York City (“Zeta NYC”), a New York not-for-profit education corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Code, which operates public charter schools. The Borrower is seeking \$62,000,000 in tax-exempt bonds (the “Bonds”). The Bonds will be issued as part of a plan of finance of qualified 501(c)(3) bonds for educational facilities under Section 145 of the Code. Proceeds of the Bonds will be used to finance or refinance: (i) the acquisition by the Borrower of a 2,503 square foot parcel of land located at 4261 Third Avenue, Bronx, New York (the “4261 Parcel”) and a 10,868 square foot parcel of land located at 4263 Third Avenue, Bronx, New York (the “4263 Parcel” and together with the 4261 Parcel, the “Land”); (ii) demolition of an existing 9,800 square foot, one-story building located on the 4263 Parcel and the subsequent construction and equipping of a new six-story 63,554 square foot facility on the Land (the “Facility”); and (iii) certain costs related to the issuance of the Bonds (the “Project”). The Facility will be owned by the Borrower and leased to Zeta NYC, which will operate the Facility as a public charter school serving approximately 630 students in pre-kindergarten and Grades 3 to 5.

Project Locations

4261-4263 Third Avenue
Bronx, New York 10457

Actions Requested

- Bond Approval and Authorizing Resolution.
- Adopt a negative declaration for the Project. The Project will not have a significant adverse effect on the environment.

Anticipated Closing

Spring 2024

Impact Summary

Employment	
Jobs at Application:	42
Jobs to be Created at Project Location (Year 3):	31
Total Jobs (Full-Time Equivalents)	73
Projected Average Hourly Wage (Excluding Principals)	\$38.17
Highest Hourly Wage/Lowest Hourly Wage	\$51.00/\$27.00
Construction Jobs to be Created (Full-Time Equivalent):	192

Estimated City Tax Revenues	
Impact of Operations (NPV 5 years @6.25%)	\$2,128,409
One-Time Impact of Renovation	\$1,567,208
Total Impact of Operations and Renovation	\$3,695,617
Additional Benefit from Jobs to be Created	\$584,880

Tremont Park Facility LLC

Estimated Cost of Benefits Requested: New York City	
MRT Benefit	\$1,007,500
NYC Forgone Income Tax on Bond Interest	\$573,349
Corporation Financing Fee	(\$335,000)
Total Cost to NYC Net of Financing Fee	\$1,245,849

Costs of Benefits Per Job	
Estimated Net City Cost of Benefits per Job in Year 3	\$17,066
Estimated City Tax Revenue per Job in Year 3	\$58,637

Estimated Cost of Benefits Requested: New York State	
MRT Benefit	\$728,500
NYS Forgone Income Tax on Bond Interest	\$2,157,060
Total Cost to NYS	\$2,885,560
Overall Total Cost to NYC and NYS	\$4,131,409

Sources and Uses

Sources	Total Amount	Percent of Total Financing
Tax-Exempt Bonds Proceeds	\$62,000,000	100%
Total	\$62,000,000	100%

Uses	Total Amount	Percent of Total Costs
Land and Building Acquisition	\$7,600,000	12%
Construction Hard Costs	\$43,450,000	70%
Construction Soft Costs	\$8,150,000	13%
Furnishings, Fixtures & Equipment	\$1,900,000	3%
Closing Fees	\$900,000	2%
Total	\$62,000,000	100%

Fees

	Paid At Closing	On-Going Fees (NPV, 5 Years)
Corporation Fee	\$335,000	
Bond Counsel	Hourly	
Annual Corporation Fee	\$1,250	\$17,604
Bond Trustee Acceptance Fee	\$750	
Annual Bond Trustee Fee	\$750	\$7,042
Trustee Counsel Fee	\$5,000	
Total	\$342,750	\$24,646
Total Fees	\$367,396	

Tremont Park Facility LLC

Financing and Benefits Summary

It is anticipated that the Bonds will be directly purchased by Equitable Facilities Fund (“EFF”) in a single tax-exempt series of approximately \$62,000,000, with a final maturity up to five years from closing. The loan will amortize for a three-year interest only period, followed by monthly principal and interest payments based on a 35-year amortization schedule. The Bonds will accrue interest at a fixed rate per annum and the interest rate on the Bonds is estimated to be approximately 4.5%. The Bonds will be secured by a pledge of gross revenues from both the Borrower and Zeta CMO, including a pledge of all rental revenues of the Borrower and by a mortgage on the Facility. The five-year term offered by EFF has favorable rates relative to longer-term fixed rate options available to the Borrower. Additionally, the five-year term allows Zeta CMO to maintain flexibility with its capital structure as it considers its long-term growth plans and the development of other schools. There is an expected debt service coverage ratio of 1.52x for fiscal year 2025 based on a calculation of projected lease and debt service coverage provided by the Borrower. Fiscal year 2025 is the first year the Borrower is expected to pay debt service on the Bonds after closing in fiscal year 2024.

Applicant & School Summary

The Borrower is a limited liability company and disregarded entity whose sole member is a charter management organization founded to provide academic and business services to Zeta NYC. Founded in 2017, Zeta NYC’s stated mission is to ensure that every child has access to high-quality and free education. Zeta NYC currently holds four charters authorized by the State University of New York and operates seven public charter schools across five facilities in under-resourced communities in the Bronx and Upper Manhattan. The current enrollment across Zeta NYC’s network is approximately 2,700 students in pre-kindergarten through Grade 6, with enrollment growing to serve 8,000 over the next 10 years. Zeta NYC offers an education model that delivers rigorous academics with a focus on social-emotional learning. The network also employs a multi-faceted family outreach strategy designed to attract a diverse student body. As such, approximately 98% of students are minorities, 87% are economically disadvantaged, 15% are students with disabilities, and 12% are English Language Learners. A unique offering of Zeta NYC is the Zeta Advanced Program (“ZAP”), which identifies the highest achieving students in Grades 3 to 5 and provides them with differentiated learning content and opportunities to engage in independent research studies. Zeta NYC’s strong New York State test results place the network among the top five charter networks in New York City for academic performance on standardized State tests.

Emily Kim, Founder and Chief Executive Officer

Ms. Kim is the founder & CEO of the Zeta network. Ms. Kim has served as a New York public high school English teacher, a teacher of English as a Second Language at a public high school in West Africa, and an Early Intervention Education Director serving young children with developmental delays. She later practiced as an attorney at the law firms of Arnold & Porter and Shearman & Sterling. She also served as a federal law clerk to the Honorable Dora Irizarry in the Eastern District of New York. Ms. Kim then returned to her passion of educating children by joining Success Academy Charter Schools as General Counsel and later as Chief Legal Officer and Executive Vice President of Policy & Legal Affairs, helping the organization scale. Ms. Kim has a B.A. and M.A. in English from University of Pennsylvania, an Ed.M. degree from the Teachers College at Columbia University and a J.D. degree from Columbia Law School.

Brian Zied, Managing Director of Finance

Mr. Zied joined Zeta NYC in July, 2023 having previously served as CFO of KIPP NYC for three years as well as one year as CFO of the National Museum of Mathematics. Prior to these roles, Mr. Zied served on the KIPP NYC charter school board for 12 years. He spent the bulk of his professional career as a portfolio manager at Omega Advisors, Maverick Capital, and Charter Bridge Capital, where he was also the founder and CEO. Mr. Zied has a dual degree from the University of Pennsylvania, having obtained a B.S. in Economics from the Wharton School and a B.A.S. from the Moore School of Engineering. Mr. Zied also serves on the board of StudentsFirstNY.

Tremont Park Facility LLC

Allen Thorpe, Board Chair, Zeta CMO

Mr. Thorpe is a Partner of Hellman & Friedman LLC and a member of the firm's Investment Committee. He leads the New York office and its investing activities in the healthcare and financial services sectors. Mr. Thorpe serves on the Board of Trustees for the NYU Langone Medical Center, the Advisory Council of the Stanford Center on Longevity, the Leadership Council of Robin Hood, the Advisory Council of The Hamilton Project, and on the Board of Directors of several portfolio companies. Mr. Thorpe obtained an M.B.A from Harvard Business School, where he was a Baker Scholar, and holds a B.A. from Stanford University.

Employee Benefits

Zeta NYC provides healthcare benefits, employer contributions to retirement plans, online therapy through a third-party operator, professional development and training opportunities, individual laptops, and monthly cellphone credits to employees. Additionally, Zeta NYC offers subsidized master's degrees for teachers participating in the Zeta NYC Resident Teacher program. Zeta NYC's Teacher Residency program equips participating educators with hands-on experience teaching in classrooms while also obtaining a two-year Master of Arts paid for by the network.

Recapture

The mortgage recording tax benefit is subject to a 5-year recapture period.

SEQRA Determination

Unlisted action which, if implemented, will not result in significant adverse environmental impacts. The completed Environmental Assessment Form for the Project has been reviewed and signed by Corporation staff.

Due Diligence

The Corporation conducted a background investigation of the Borrower, Zeta CMO, Zeta NYC, and their respective principals, and the respective entities cleared the Corporation's background check.

Compliance Check:	Not applicable
Living Wage:	Compliant
Paid Sick Leave:	Compliant
Private School Policy:	Not applicable
Affordable Care Act:	Compliant
Bank Account:	JPMorgan Chase Bank, N.A.
Bank Check:	Relationships are reported to be satisfactory
Supplier Checks:	Compliant
Customer Checks:	Not applicable
Unions:	Not applicable
Background Check:	Cleared
M/W/DBE Participation:	30% goal (construction)

Tremont Park Facility LLC

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

Accountant: Gus Saliba, CPA
PKF O'Connor Davies, LLP
300 Tice Boulevard, Suite 315
Woodcliff Lake, New Jersey 07677

Consultant: Kevin Quinn
First Tryon Advisors, LLC
122 Severn Avenue
Annapolis, Maryland 21403

Community Board: Bronx, CB 6

Zeta Charter Schools, Inc. Board of Trustees

Allen Thorpe, Board Chair
Ope Bukola, Board Member
Jenny Sedlis, Board Member
Rick Schnall, Board Member
Boaz Weinstein, Board Member
Alicia Hammarskjold, Board Member

Zeta Charter Schools – New York City Board of Trustees

Keri Hoyt, Board Chair
Shannon Kete, Vice Chair
Nicole Brisbane, Secretary
Ken McClure, Board Member
Michele Caracappa, Board Member



February 26, 2024

Ms. Emily Marcus
Executive Director
Build NYC Resource Corporation
New York City Economic Development Corporation
One Liberty Plaza
New York, NY 10006

Re: Application for new money through the Build NYC Resource Corp. / Not-For Profit Bond Program on behalf of Zeta Charter Schools

Dear Ms. Marcus:

Zeta Charter Schools is on a mission to ensure that every child in America has access to the highest-quality, free public education from pre-kindergarten through twelfth grade. Zeta starts up and operates high quality, next-generation public charter schools in the least-resourced areas of New York City, including, to date, the Bronx and Upper Manhattan. Zeta schools deliver excellent academics and whole-child education, and are among the top performing charter networks in NYC based on New York state test outcomes. Zeta currently serves approximately 2700 pre-kindergarten (“Pre-K”) through sixth grade students, and anticipates growing to serve over 8,000 NYC students over the next 10 years.

Applicant Tremont Park Facility LLC, (“Tremont”) a disregarded entity for Federal tax law purposes, is a New York limited liability company, the sole member of which is Zeta Charter Schools, Inc. (“Zeta CMO”), a 501(c)(3) nonprofit charter management organization founded in 2017. Zeta CMO was incorporated in Delaware and has permission to do business in New York. Zeta Charter Schools - New York City (“Zeta NYC”) is a 501(c)(3) nonprofit New York education corporation that launched its first public charter schools in 2018 and currently has four charters authorized by the State University of New York. Zeta NYC contracts with Zeta CMO to provide academic, business, and management services for Zeta NYC. One of Zeta NYC’s schools is Zeta Charter School - Bronx Tremont Park (“Zeta Bronx Tremont Park”) located in NYC Department of Education Community School District 12. The proposed Zeta Bronx Tremont Park facility is the subject of the present bond financing application, as this school requires a second location, which it plans to site at 4263 Third Avenue, Bronx, NY 10457, to accommodate its growing student enrollment.


In the application plan of finance, Tremont, Zeta CMO and Zeta NYC, propose the issuance of Series 2024 tax exempt and taxable bonds of up to \$62 million to finance the development of an approximately 63,554 square foot facility for use by Zeta Bronx Tremont Park. But for a lower tax-exempt interest rate and other ancillary benefits



offered by a Build NYC financing, Tremont, Zeta CMO and Zeta NYC would not be in a position to affordably finance this project. Equally important, the savings achieved from cost-effective bond financing will allow the Zeta organization to grow its high-quality programs and offerings, which will result in the maintenance and growth of existing full- and part-time jobs and the creation of future sustainable workforce growth to match student headcount growth and support operational needs. Additionally, the savings will enable the project to proceed and provide the Zeta organization with the permanent new elementary school facility that is necessary for the school to grow, achieve its mission, and realize important public benefits, including those described herein.

Thank you for your time and consideration in reviewing the subject application. Our team looks forward to working with you.

Very truly yours,

DocuSigned by:

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Emily A. Kim
Founder & Chief Executive Officer
Zeta Charter Schools

Exhibit B

Resolution approving financing of a facility for Tremont Park Facility LLC for the benefit of Zeta Charter Schools – New York City (and authorizing the issuance and sale of approximately \$62,000,000 of Tax-Exempt and/or Taxable Revenue Bonds (Zeta Charter Schools – New York City Project), Series 2024 and the taking of other action in connection therewith

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

WHEREAS, Tremont Park Facility LLC (the “Borrower” and “Applicant”), a New York limited liability company and a disregarded entity for federal income tax purposes whose sole member is Zeta Charter Schools, Inc. (“Zeta CMO”), a Delaware not-for-profit corporation exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Zeta CMO is a charter management organization founded to provide academic and business services to Zeta Charter Schools – New York City (“Zeta NYC”), a New York not-for-profit education corporation exempt from federal taxation pursuant to Section 501(c)(3) of the Code, which operates public charter schools, has entered into negotiations with officials of the Issuer for the Issuer’s assistance with a tax-exempt bond and/or taxable bond transaction, the proceeds of which, together with other funds available to the Borrower, will be used to finance and/or refinance: (i) the acquisition of a 2,503 square foot parcel of land located at 4261 Third Avenue, Bronx, New York (the “4261 Parcel”) and a 10,868 square foot parcel of land located at 4263 Third Avenue, Bronx, New York (the “4263 Parcel” and together with the 4261 Parcel, the “Land”); (ii) demolition of an existing 9,800 square foot, one-story building located on the 4263 Parcel and the subsequent construction and equipping of a new six-story 63,554 square foot facility on the Land (the “Facility”); and (iii) certain costs related to the issuance of the Bonds ((i), (ii) and (iii) collectively, the “Project”). The Facility will be owned by the Borrower and leased to Zeta NYC, which will operate the Facility as a public charter school serving approximately 630 students in pre-kindergarten and Grades 3 to 5 located at 4261-4263 Third Avenue, Bronx, New York; 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 Zeta NYC is a not-for-profit education corporation that provides educational services in the City; that there are approximately 400 full-time equivalent employees employed by Zeta NYC in the City and that Zeta NYC projects an increase in the full-time equivalent employees of approximately 31 full-time employees; that the financing of the Project costs with the Issuer's financing assistance will provide savings to Zeta NYC which will allow it to redirect financial resources to provide educational services and continue its programs with a greater measure of financial security; and that, therefore the Issuer's assistance is necessary to assist the Applicant in proceeding with the Project; and

WHEREAS, the Issuer desires to further encourage the Applicant and Zeta NYC with respect to the financing of the Facility, if by so doing it is able to induce the Applicant and Zeta NYC 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 Revenue Bonds (Zeta Charter Schools – New York City Project), Series 2024, in one or more tax-exempt and/or taxable series, in the aggregate principal amount of approximately \$62,000,000, 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, (i) the Issuer intends to loan the proceeds of the Bonds to the Borrower pursuant to the Loan Agreement (the "Loan Agreement") to be entered into between the Issuer and the Borrower, (ii) the Borrower will execute one or more promissory notes in favor of the Issuer and the Trustee (collectively, the "Promissory Note") to evidence the Borrower's obligation under the Loan Agreement to repay such loan, and (iii) Zeta NYC will assume certain provisions of the Loan Agreement pursuant to a Use Agreement (the "Use Agreement") by and among Zeta NYC, the Issuer and the Trustee; and

WHEREAS, the Bonds are to be secured by a mortgage lien on and security interest on the Borrower's interest in the Facility granted by the Borrower, as mortgagor, to the Issuer and the Trustee, pursuant to one or more Mortgage and Security Agreements, Fixture Filing and Assignment of Leases and Rents (collectively, the "Mortgage"), which Mortgage will be assigned by the Issuer to the Trustee pursuant to one or more Assignments of Mortgage and Security Agreement from the Issuer to the Trustee (collectively, the "Assignment of Mortgage"); and

WHEREAS, the Bonds will be further secured by a security interest in certain assets of the Borrower pursuant to a Pledge and Security Agreement from the Borrower 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 and Zeta NYC 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 and/or taxable 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 \$62,000,000, 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, 2030 (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.

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 Borrower, to the extent set forth in the Loan Agreement and Indenture hereinafter authorized. The Bonds shall be further secured by the Mortgage and the Pledge and Security Agreement. The Bonds, together with the interest thereon, are special limited revenue obligations of the Issuer, payable solely as provided in the Indenture, including from moneys deposited in the Bond Fund, the Project Fund, and such other funds as established under the Indenture (subject to disbursements therefrom in accordance with the Loan Agreement and the Indenture), and shall never constitute a debt of the State of New York or of The City of New York, and neither the State of New York nor The City of New York shall be liable thereon, nor shall the Bonds be payable out of any funds of the Issuer other than those pledged therefor.

Section 5. The Bonds may be purchased by Equitable Facilities Fund, Inc. or such other purchaser to be determined (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, the Use Agreement, a Letter of Representation and Indemnity Agreement from the Borrower, the Assignment of Mortgage, and a Tax Regulatory Agreement from the Issuer, the Borrower, Zeta CMO and Zeta NYC 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 Chairperson, Vice Chairperson, Executive Director, Deputy Executive Director, General Counsel and Vice President for Legal Affairs of the Issuer are hereby authorized to execute, acknowledge and deliver each such Issuer Documents. The execution and delivery of each such Issuer Documents by said officer shall be conclusive evidence of due authorization and approval.

Section 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, 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 in the form of the issuance of the Bonds and an exemption from City and State mortgage recording taxes.

Section 12. Any qualified costs incurred by the Applicant in initiating the Project shall be reimbursed by the Issuer from the proceeds of the Bonds 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. 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 103 and 141 through 150 and related provisions of the Code, including, without limitation, the obtaining of public approval for the Project and the Bonds.

Section 15. The Issuer, as lead agency, is issuing this determination pursuant to the State Environmental Quality Review Act ("SEQRA") (Article 8 of the Environmental Conservation Law) and implementing regulations contained in 6 N.Y.C.R.R. Part 617. This determination is based upon the Issuer's review of information provided by the Applicant and such other information as the Issuer has deemed necessary and appropriate to make this determination.

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

1. The proposed Project would not result in a substantial adverse change in existing traffic. A traffic demand analysis was performed and determined that the project's transit, pedestrian and vehicle trips increment would not exceed the Level 2 screening thresholds therefore, further traffic or transit analyses would not be needed.
2. The proposed Project would not result in significant adverse impacts on cultural, archaeological, architectural, or aesthetic resources or the existing neighborhood.
3. The proposed Project would not result in significant adverse impacts to

natural resources, critical habitats, or water quality.

4. The Zeta Charter School sites have Environmental Designations (E-Designations) as part of a previous zoning action on the site. There is a hazardous Materials E-Designation on Block 3044, Lots 88 & 93. To receive building permits for the project, the redevelopment of the site would need environmental due diligence prepared and approved by NYC’s Office of Environmental Remediation (OER). This includes a Phase I and Phase II Work plan. The Applicant has been working with OER on this required due diligence and is currently working on a Remedial Action Work Plan with NYC OER to get this site redeveloped. If the requirements of the E-Designation are met in accordance with New York City’s Office of Environmental Remediation’s (NYC OER) standards, we do not anticipate any significant adverse impacts resulting from the proposed project due to Hazardous Materials.

5. The proposed Project would not result in a change in existing zoning or land use.

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

Section 16. This Resolution shall take effect immediately.

ADOPTED: March 12, 2024

TREMONT PARK FACILITY LLC

By: _____

Name:

Title:

ZETA CHARTER SCHOOLS – NEW YORK CITY

By: _____

Name:

Title:

ZETA CHARTER SCHOOLS, INC.

By: _____

Name:

Title:

Accepted: _____, 2024