

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
JANUARY 10, 2017

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

Maria Torres-Springer, Chairman
Brian Cook, alternate for Scott M. Stringer,
Comptroller of The City of New York
Barry Dinerstein, alternate for Carl Weisbrod,
Chair of the City Planning Commission of The City of New York
Kevin Doyle
Andrea Feirstein
James McSpiritt, alternate for Zachary W. Carter, Esq.,
Corporation Counsel of The City of New York
Robert Santos
Peter Wertheim, alternate for Alicia Glen,
Deputy Mayor for Housing and Economic Development of The City of New York

The following directors were not present:

Marlene Cintron
Al De Leon
Anthony Ferreri

Also present were (1) members of New York City Economic Development Corporation (“NYCEDC”) staff and interns, (2) Arthur Cohen from Hawkins Delafield & Wood LLP, (3) Scott Singer from Nixon Peabody LLP, (4) Steve Adnopoz from Pearlman & Miranda, LLC, (5) Alex Deland from Winston Strawn LLP, and (6) other members of the public.

Maria Torres-Springer, President of NYCEDC and Chairperson of the Build NYC Resource Corporation (the “Corporation” or “Build NYC”), convened the meeting of the Board of Directors of Build NYC at 9:13 a.m., at which point a quorum was present.

1. Adoption of the Minutes of the December 13, 2016 Board of Directors Meeting

Mr. Salen asked if there were any comments or questions relating to the minutes of the December 13, 2016 Board of Directors meeting. There being no comments or questions, a motion to approve such minutes was made, seconded and unanimously approved.

2. Financial Statements for November 30, 2016 (Unaudited)

Christine Robinson, a Senior Accountant of NYCEDC, presented the Corporation's Financial Statements for the four month period ending November 30th, 2016 (Unaudited). Ms. Robinson stated that for the five month period ended November 30th, the Corporation recognized revenues in the amount of \$1,030,000, which came from project finance fees from six closings. Ms. Robinson stated that the Corporation recognized revenues derived from compliance, application, post-closing and other fees in the amount of \$140,000 for the five month period. Ms. Robinson stated that the Corporation recognized \$1,400,000 in expenditures, largely consisting of the monthly management fees for the five month period.

3. Selection of Bond Trustees and Approval of Bond Trustee Fees

David Atlas, a Senior Project Manager of NYCEDC requested that the Board select BNY Mellon Trust Company, N.A. ("BNY") and U.S. Bank N.A. ("U.S. Bank") as Bond Trustees for the Corporation's bond financings, authorize the Corporation to enter into contracts with BNY and US Bank and approve the fees associated with services charged by each firm. Mr. Atlas described the Board action requested by Corporation staff as reflected in Exhibit A.

There being no further comments or questions, a motion to approve the board action attached hereto as Exhibit A for the Selection of Bond Trustees and Approval of Bond Trustee Fees was made, seconded and unanimously approved.

4. Village Center for Care

Brandon Baylor, a Project Manager for NYCEDC, presented for review and adoption a post-closing resolution for the benefit of Village Center for Care. Mr. Baylor described the project and its benefits as set forth in Exhibit B.

There being no further comments or questions, a motion to approve the post-closing resolution for the benefit of Village Center for Care attached hereto as Exhibit C was made, seconded and unanimously approved.

5. 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 9:17 a.m.

Arthur Hansen
Assistant Secretary

Dated: 2/2/17
New York, New York

Exhibit A



SELECTION OF BOND TRUSTEES AND
APPROVAL OF BOND TRUSTEE FEES
MEETING OF JANUARY 10, 2016

Summary of Recommendation:

Corporation staff recommends the Board approve two firms (identified below) as proposed by staff to act as Bond Trustees for the Corporation's bond financings; approve entry into contracts with each of the two firms, including approval of the Bond Trustee fees that the approved firms will be permitted to charge for services rendered in connection therewith.

Bond Trustees Proposed for Approval:

BNY Mellon Trust Company, N.A. ("BNY"), and U.S. Bank, N.A. ("US Bank") have each been selected as Bond Trustee.

Procurement:

A selection committee, including Corporation staff, selected BNY and US Bank as Bond Trustees pursuant to a publicly-advertised request-for-proposals ("RFP") process in accordance with the Corporation's procurement policy. Three firms responded to the RFP. A summary of key selection criteria set forth in the RFP can be found below.

Services to be Provided:

The services to be provided by the Bond Trustees will include acting as the Bond Trustee for the Corporation's bond financings and to provide associated services to enable the Corporation to fulfill its mandated reporting obligations.

Action Requested

Approve BNY and US Bank as Bond Trustees for the Corporation's bond financings; approve entry into the contracts with each of BNY and US Bank, and approve the Bond Trustee fees that BNY and US Bank will be permitted to charge for services rendered in connection therewith.

Anticipated Effective Date

Upon contract execution (expected to be February 1).

Selection Criteria:

Responses to the RFP were evaluated based on criteria that included the following:

- (1) Respondent's experience in providing services to those listed in the "Scope of Services" in the RFP; the quality of the respondents management, reputation, and references and favorable history, if any, in contracting or doing business with the City, NYCEDC, and/or the Corporation or New York City Industrial Development Agency;
- (2) the quality of the proposal and the degree to which it demonstrates the respondent's full understanding of and the ability to perform the services to be rendered; the content of the proposal demonstrating the respondent's full understanding of the project schedule and budget;
- (3) the terms under which the respondent will commit its personnel, including interest in providing both PILOT Trustee Services and Bond Trustee Services; and
- (4) the proposed fee and cost schedules.

The qualities that allowed US Bank and BNY to be selected as Bond Trustees include: competitive pricing, prior experience in performing corporate trust services of the type contemplated by the RFP, process for monitoring defaulted projects, proximity to NYCEDC offices, and availability of technology and staff.

Proposed Bond Trustee Fees for US Bank and BNY

Fees for Bonds issued after the date of the Contract		Fee
Bond Acceptance Fee (collected at closing)	Bonds:	\$500
	Pooled Bonds:	\$500
Annual Fee (collected at closing and at every anniversary thereafter)	Fixed Rate Bonds:	\$500
	Variable Rate Bonds:	\$750
	Pooled Fixed Rate Bonds:	$\$500 + (\$500 \times \# \text{ of Borrowers})/2$
	Pooled Variable Rate Bonds:	$\$750 + (\$750 \times \# \text{ of Borrowers})/2$
Counsel Fees (amount collected at closing will not exceed these amounts)	Fixed Rate Bonds:	\$5000 per closing
	Variable Rate Bonds:	\$5000 per closing
	Pooled Fixed Rate Bonds:	\$5000 per closing
	Pooled Variable Rate Bonds:	\$5000 per closing
	Subsequent Series Issuance	\$5000 per closing
Disbursements		\$0

Fees in connection with existing bonds, to be identified by Corporation (if any)		Fee
Bond Acceptance Fee (collected at closing)	Bonds:	\$0
	Pooled Bonds:	\$0
Annual Fee (First payment collected on the next anniversary of the Bond issue)	Fixed Rate Bonds:	\$500
	Variable Rate Bonds:	\$500
	Pooled Fixed Rate Bonds:	$\$500 + (\$500 \times \# \text{ of Borrowers})/2$
	Pooled Variable Rate Bonds:	$\$750 + (\$750 \times \# \text{ of Borrowers})/2$
Closing Fee		\$0
Counsel's Fee for Subsequent Series Issuances		\$3000
Disbursements		\$0

Fees in connection with defaults, exercising remedies or participating in modifications or workouts	Fee
Bank fees	Hourly, not to exceed \$400 per hour
Outside Counsel Fees (whether hourly or capped)	Hourly, at cost

Existing Bond Trustee Fees for US Bank and BNY (for comparison)

Type of Fee	Fee
Acceptance (per series)	\$500
Annual Administration (per series)	\$500
Bond Trustee Counsel's Fee	Should not exceed \$3,000

Exhibit B



POST-CLOSING AMENDMENT
VILLAGE CENTER FOR CARE
MEETING OF JANUARY 10, 2017

Project Summary

Village Center for Care (the "Center"), a New York not-for-profit corporation is an affiliate of Village Care of New York ("VCNY"), a community-based, not-for-profit organization serving persons living with HIV/AIDS, seniors and individuals in need of continuing care and rehabilitation services. The Center owns [?] and operates a state-of-the-art 105-bed, 64,000 square foot facility providing short-term sub-acute care and geriatric long-term care, located in Manhattan's Greenwich Village neighborhood (the "Facility") which opened in December 2010 and was the first newly constructed skilled nursing facility in Manhattan in more than a half century.

In 2007, New York City Capital Resource Corporation issued its \$37,620,000 Variable Rate Demand Revenue Bonds, Series 2007B (the "Prior Bonds") to facilitate the construction, renovation, furnishing and equipping of the Facility. In 2013, Build NYC issued \$15,805,000 in tax exempt Revenue Bonds to refund the outstanding Prior Bonds. VCNY served as a guarantor for the 2013 bonds. The 2013 bonds were directly purchased by Bank of America ("Bondholder").

The Center is requesting post-closing approval to amend certain terms of the bond documents, including the bonds and the Indenture of Trust. Bank of America has agreed to reduce the interest rate from 3.75% to 3.15% to help the Center reduce carrying costs and redirect savings to patient and resident services. In addition, the Center has requested an extension of the mandatory tender date by three years to October 1, 2026 from October 1, 2023.

Project Location

214-218 West Houston Street, New York, NY 10014

Action Requested

Approve Post-Closing Resolution authorizing amendment of bond documents.

Prior Actions

- Authorizing Resolution approved June 11, 2013

Fees Paid for Amendment

A Post-Closing fee of \$2,500 was assessed for the amendment.

Due Diligence

A review of Project's compliance requirements with its project documents revealed no outstanding issues.

Anticipated Transaction Date

February 2016

Exhibit C

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AGREEMENTS
IN CONNECTION WITH THE 2013 VILLAGE CENTER FOR CARE PROJECT**

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 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 October 1, 2013, the Issuer issued its \$15,805,000 Revenue Bonds (2013 Village Center for Care Project) (the “Bonds”) and entered into various bond documents in connection therewith (the “Initial Project Documents”); and

WHEREAS, the Bonds were issued for the benefit of Village Center for Care, a not-for-profit corporation and affiliate of Village Care of New York, an organization serving persons living with HIV/AIDS and seniors and individuals in need of continuing care and rehabilitation services (the “Institution”) in connection with (i) the refunding of approximately \$13,780,000 outstanding New York City Capital Resource Corporation Variable Rate Demand Revenue Bonds (The Village Center for Care Project), Series 2007B (the “Series 2007 Bonds”), the proceeds of which together with other funds of the Institution, were used to finance the construction, renovation, furnishing and equipping of an approximately 64,260 square foot building located on an approximately 11,253 square foot parcel of land at 214 West Houston Street, New York, New York (the “Facility”), (ii) the financing of certain fees associated with the termination of an interest rate swap agreement entered into in connection with the Series 2007 Bonds, and (iii) the financing of certain costs of issuance ((clauses (i), (ii), and (iii) comprise and are hereinafter referred to collectively as the “Project”); and

WHEREAS, the Institution advised the Issuer that Bank of America, N.A. (the “Bond Purchaser”) has agreed to reduce the interest rate on the Bonds and extend the mandatory tender date from October 1, 2023 to October 1, 2026 (the “Amended Bond Terms”) and consent to any amendments to the Initial Project Documents and the Bonds to accommodate such Amended Bond Terms; and

NOW, THEREFORE, THE NEW YORK CITY INDUSTRIAL DEVELOPMENT ISSUER HEREBY RESOLVES AS FOLLOWS:

Section 1. The Issuer hereby approves the Amended Bond Terms and the Chairperson, Vice Chairperson, Executive Director, Deputy Executive Director or General Counsel are hereby authorized and directed to execute, acknowledge and deliver any such documents deemed necessary or appropriate by the Issuer to effectuate the Amended Bond Terms (the “Amendments”) on behalf of the Issuer in such form as may be acceptable to the Chairperson, Vice Chairperson, Executive Director, Deputy Executive Director or General Counsel of the Issuer. The execution and delivery of such Amendments shall be conclusive evidence of due authorization and approval of such Amendments in their final form.

Section 2. All covenants, stipulations, obligations and agreements of the Issuer contained in this Resolution, the Amendments, any instruments or any documents related thereto and authorized hereby (collectively, 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 officers thereof by the provisions of this Resolution or any of the Issuer Documents shall be exercised or performed by the Issuer or such officers, or by 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 Issuer Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, director, officer, agent or employee of the Issuer in the individual capacity thereof and neither the members nor the directors of the Issuer nor any officer executing any Issuer Document or entering into or accepting any such instruments relating to the Facilities shall be liable personally for any amounts payable thereunder or arising from claims thereon or be subject to any personal liability or accountability by reason of the execution and delivery or acceptance thereof.

Section 3. The Chairperson, the Vice Chairperson, the Secretary, the Assistant Secretary, the Executive Director and the Deputy Executive Director and the General Counsel of the Issuer, and any member 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 or agreements and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution and the Issuer Documents.

Section 4. This Resolution shall take effect immediately.

ADOPTED: January 10, 2017