

BOND RESOLUTION
(Rochester Schools Modernization Project)

SUMMARY OF RESOLUTION: BY THIS RESOLUTION, THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (THE "ISSUER") APPROVES THE ISSUANCE OF ITS SCHOOL FACILITY REVENUE BONDS (ROCHESTER SCHOOLS MODERNIZATION PROJECT), SERIES 2020, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$55,466,081, AND THE EXECUTION AND DELIVERY OF ALL DOCUMENTS AND INSTRUMENTS IN CONNECTION THEREWITH

A regular meeting of the County of Monroe Industrial Development Agency (the "Issuer") was convened in public session at the Ebenezer Watts Center, 47 S. Fitzhugh Street, Rochester, New York 14614, on the 17th day March, 2020, at 12:00 P.M. (local time).

PRESENT:

A. Burr, J. Popli, A. Meleo, L. Bolzner, T. Milne, R. King

ABSENT:

J. Alloco

ALSO PRESENT:

A. Liss, R. Baranello, R. Finnerty

After the meeting had been duly called to order, it was announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the issuance and sale of one or more series of the proposed County of Monroe Industrial Development Agency School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2020 in an aggregate principal amount not to exceed \$55,466,081.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

ABSTAIN

A. Meleo
L. Bolzner
T. Milne
R. King
A. Burr

J. Alloco

J. Popli

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY BY THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY OF ITS SCHOOL FACILITY REVENUE BONDS (ROCHESTER SCHOOLS MODERNIZATION PROJECT), SERIES 2020, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$55,466,081, AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, the County of Monroe Industrial Development Agency (the "Issuer") is authorized and empowered by Title I of Article 18-A of the General Municipal Law of the State of New York (the "State") and Chapter 55 of the Laws of 1972 of the State (the "Enabling Act"), together with a State legislation act known as "The City of Rochester and the Board of Education of the City School District of the City of Rochester School Facilities Modernization Program Act, 2007 NY Laws 416" (as amended by Chapter 533 of the Laws of 2014, and as may be further amended from time to time, the "School Modernization Act" and, collectively with the Enabling Act, the "Acts") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, civic, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Acts authorize the Issuer to issue its bonds for the purpose of carrying out any of its corporate purposes and, as security for the payment of the principal and redemption price of and interest on any such bonds so issued and any agreements made in connection therewith, to pledge the revenues and receipts from the lease or sale thereof to secure the payment of such bonds and interest thereon; and

WHEREAS, under the School Modernization Act, the Rochester Joint Schools Construction Board, a legal entity authorized and formed by the School Modernization Act, its successors or designees (collectively, the "RJSCB") has certain enumerated powers to act as agent for the Rochester City School District (the "District"), the City of Rochester (the "City"), or both; and

WHEREAS, pursuant to the School Modernization Act and a Cooperative Agreement among the District, the RJSCB and the City, executed on February 22, 2010, as amended on August 4, 2016, the RJSCB has developed a comprehensive school facilities modernization plan for Phase II (the "Phase II Master Plan") and the State Comptroller has approved the Phase II Master Plan, all as contemplated by Section 5 of the School Modernization Act; and

WHEREAS, the Issuer, at the request of the Rochester Joint Schools Construction Board (the "Joint Board"), an entity established to act as agent of the City of Rochester (the "City") and the Rochester City School District (the "District") and undertake the implementation of a comprehensive school facilities modernization plan (the "Phase I Master Plan"), issued its School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2012A (Tax-Exempt Bonds) and School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2012B (Federally Taxable Qualified School Construction Bonds) (collectively, the "Series 2012 Bonds") on June 20, 2012, under an Indenture of Trust, dated as of June 1, 2012 (and as

later amended and restated on May 1, 2013 and February 1, 2015, the "Amended and Restated Indenture") between the Issuer and Deutsche Bank Trust Company Americas (and U.S. Bank National Association, as successor trustee, the "Trustee"); and

WHEREAS, the City and the District have leased certain facilities (the "Ground Lease Facilities") to the Issuer pursuant to a Ground Lease, dated as of June 1, 2012, between the City and the District, as lessors, and the Issuer, as lessee (and as last amended and restated as of August 1, 2017 and which is to be further amended and restated as of May 1, 2020, the "Ground Lease"); and

WHEREAS, the Issuer subleased the Ground Lease Facilities back to the City and the District pursuant to a Sublease Agreement, dated as of June 1, 2012, among the Issuer, the District and the City (and as last amended and restated as of August 1, 2017 and which is to be further amended and restated as of May 1, 2020, the "Sublease Agreement"); and

WHEREAS, the District entered into a State Aid Trust Agreement, dated as of June 1, 2012 (and as last amended and restated as of August 1, 2017, the "State Aid Trust Agreement"), with Deutsche Bank Trust Company Americas (U.S. Bank National Association, as successor depository bank, the "Depository Bank"), the Trustee and the City, to provide for, among other things, the payment of all State Aid Revenues (as defined therein) into the State Aid Depository Fund (also as defined therein) maintained with the Depository Bank for periodic transfer to the Bond Fund for payment of the Series 2012 Bonds and any Additional Bonds (as defined in the Indenture) issued under the Amended and Restated Indenture or any Supplemental Indenture (as defined in the Amended and Restated Indenture), and the balance to the General Fund (as defined in the State Aid Trust Agreement); and

WHEREAS, the Issuer and the Trustee are authorized under Section 11.2 of the Amended and Restated Indenture, to make amend or supplement thereto, subject to the terms and provisions contained therein, to provide for the issuance of Additional Bonds; and

WHEREAS, on June 6, 2013, the Issuer, at the request of the Joint Board, the City and the School District, issued its School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2013 in the aggregate principal amount of \$103,055,000 pursuant to the Amended and Restated Indenture and a First Supplemental Indenture of Trust dated as of June 1, 2013, between the Issuer and the Trustee; and

WHEREAS, on February 5, 2015, the Issuer, at the request of the Joint Board, the City and the School District, issued its School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2015 in the aggregate principal amount of \$44,225,000 pursuant to the Amended and Restated Indenture and a Second Supplemental Indenture of Trust dated as of February 1, 2015, by and between the Issuer and the Trustee; and

WHEREAS, in accordance with the Acts, a public hearing on the issuance of the bonds for the Phase II Projects (as defined in the Sublease Agreement) and the nature of the Phase II Projects was duly held on November 15, 2016, at the Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, after publication in the *Democrat and Chronicle* on November 4, 2016 of a notice of such hearing; and

WHEREAS, the Issuer, in response to an application from the Joint Board, acting on behalf of the District and the City, requesting Issuer financing for the Phase II Projects, adopted a resolution on December 6, 2016 authorizing the issuance of up to \$435,000,000 of bonds therefor; and

WHEREAS, on August 1, 2017, the Issuer, at the request of the Joint Board, the City and the School District, issued its School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2017 in the aggregate principal amount of \$123,670,000 pursuant to the Amended and Restated Indenture and a Third Supplemental Indenture of Trust dated as of August 1, 2017, by and between the Issuer and the Trustee; and

WHEREAS, on August 1, 2018, the Issuer, at the request of the Joint Board, the City and the School District, issued its School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2018 in the aggregate principal amount of \$197,295,000 pursuant to the Amended and Restated Indenture and a Fourth Supplemental Indenture of Trust dated as of August 1, 2018, by and between the Issuer and the Trustee; and

WHEREAS, the Phase II Projects collectively constitute a "project" within the meaning of the Enabling Act by reason of Section 16 of the School Modernization Act; and

WHEREAS, at the request of the RJSCB, the District and the City, the Issuer wishes to now authorize the issuance of its School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2020 (the "Series 2020 Bonds"), to effect the financing of the remaining portion of the costs of the Phase II Project (collectively, the "Series 2020 Project"), incidental and related costs therefor and costs of issuance of the Series 2020 Bonds, pursuant to a resolution of the Issuer, the Amended and Restated Indenture of Trust, and the Fifth Supplemental Indenture of Trust (the "Fifth Supplemental Indenture" and, together with the Amended and Restated Indenture of Trust, the "Indenture"), between the Issuer and U.S. Bank National Association, as Trustee; and

WHEREAS, it is expected that the proceeds of the Series 2020 Bonds will be used to (i) finance the remaining cost of the Series 2020 Project, (ii) fund capitalized interest for the Series 2020 Bonds, and (iii) finance costs of issuance of the Series 2020 Bonds; and

WHEREAS, such State Aid Revenues deposited to the Bond Fund shall be credited against Sublease Payments otherwise payable by the District under the Sublease Agreement; and

WHEREAS, the Series 2020 Bonds will be marketed pursuant to a Preliminary Official Statement and an Official Statement containing certain information relating to the Issuer, the District, the City and the RJSCB, and will be sold pursuant to a contract of purchase; and

WHEREAS, the respective counsels to the Issuer, the City, the District, the RJSCB, Citigroup Global Markets Inc., as representative of the Underwriters (the "Underwriter"), the Depository Bank, and the Trustee, have reviewed the following documents relating to the issuance of the Series 2020 Bonds (collectively, the "Transaction Documents"):

1. Ground Lease between the Issuer, the District and the City;

2. Amended and Restated Indenture between the Issuer and the Trustee;
3. Fifth Supplemental Indenture between the Issuer and the Trustee;
4. Sublease Agreement between the Issuer, as lessor, and the District and the City, as lessees;
5. State Aid Trust Agreement between the District, the City, the Depository Bank, and the Trustee;
6. Preliminary Official Statement and an Official Statement with respect to the offering of the Series 2020 Bonds; and
7. Purchase Contract between the Underwriter, the Issuer and the District;

WHEREAS, the RJSCB has adopted a resolution at its March 9, 2020 meeting authorizing the issuance by the Issuer of the Series 2020 Bonds and an acknowledgement of the execution and delivery of the Transaction Documents as defined herein; and

WHEREAS, the District has adopted a resolution at its March 12, 2020 meeting authorizing the issuance by the Issuer of the Series 2020 Bonds and the execution and delivery of the Transaction Documents as defined herein; and

WHEREAS, the City is expected to adopt a resolution at its March 17, 2020 meeting authorizing the issuance by the Issuer of the Series 2020 Bonds and the execution and delivery of the Transaction Documents as defined herein.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Issuer hereby finds and determines:

(a) By virtue of the Acts, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Acts and to exercise all powers granted to it under the Acts; and

(b) The Series 2020 Project will promote and maintain permanent private sector jobs, health, general prosperity and economic welfare of the citizens of the State and improve their standard of living and will increase the overall number of permanent private sector jobs in the State and thereby serve the public purposes of the Acts; and

(c) The Series 2020 Project and the operations conducted therein will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or Monroe County, New York; and

(d) It is desirable and in the public interest for the Issuer to issue and sell the Series 2020 Bonds upon the terms and conditions as are hereafter set forth in the Indenture for the purpose of assisting in financing the Series 2020 Project; and

(e) The public hearing held by the Issuer on November 15, 2016, concerning the issuance of bonds for the Phase II Projects was duly held in accordance with the requirements of the Acts, including but not limited to the giving of public notice of the hearing a reasonable time before the hearing and affording a reasonable opportunity for persons with differing views on the issuance of the bonds to be heard; and

(f) All documents to be executed by the Issuer are reasonably necessary to provide the security described herein for the Series 2020 Bonds.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (i) issue the Series 2020 Bonds pursuant to the terms of the Indenture, (ii) provide the proceeds of the Series 2020 Bonds to the District to assist in the completion of the Series 2020 Project by the RJSCB and the District, (iii) enter into the Sublease Agreement which shall require the District to, among other things, make payments sufficient to pay the principal of, interest on, and all other amounts payable with respect to, the Series 2020 Bonds, (iv) secure the Series 2020 Bonds by assigning to the Trustee certain of the Issuer's rights and remedies under the Sublease Agreement, (v) execute the Bond Purchase Agreement, (vi) execute a certain Tax Certificate, to be dated the date of issuance and delivery of the Series 2020 Bonds (the "Tax Certificate"), pursuant to which the Issuer and the District make certain representations and covenants to ensure the continued tax-exempt status of the Series 2020 Bonds, (vii) execute and deliver any documents necessary, incidental or convenient to the sale and issuance of the Series 2020 Bonds; (viii) authorize publication and distribution of a preliminary official statement and a final official statement relating to the issuance and initial sale of the Series 2020 Bonds (collectively, the "Official Statement"); and (ix) execute an Internal Revenue Service Form 8038-G (the "Information Return") in connection with the Series 2020 Bonds.

Section 3. The Chairman, Vice Chairman or Executive Director of the Issuer are hereby authorized, on behalf of the Issuer and upon the advice of Counsel to the Issuer and Bond Counsel, to negotiate, approve, execute and deliver the Series 2020 Bonds, the Transaction Documents, the Tax Certificate, and any documents necessary, incidental or convenient to the sale and issuance of the Series 2020 Bonds (collectively, the "Financing Documents").

Section 4. The Chairman, Vice Chairman or Executive Director of the Issuer are hereby authorized, on behalf of the Issuer and upon the advice of Counsel to the Issuer and Bond Counsel, to approve and deliver the Official Statement and the distribution thereof is hereby authorized.

Section 5. The Chairman, Vice Chairman or Executive Director of the Issuer are hereby authorized, on behalf of the Issuer and upon the advice of Counsel to the Issuer and Bond Counsel, to approve and execute the Information Return and to file the same with the Internal Revenue Service.

Section 6. The Issuer is hereby authorized to issue, execute, sell and deliver to the Underwriter the Series 2020 Bonds in the aggregate principal amount not to exceed \$55,466,081, pursuant to the Acts, and in accordance with the Indenture and the Bond Purchase Agreement; *provided, that:*

(a) The Series 2020 Bonds authorized to be issued, executed, sold and delivered pursuant to this Section: (i) shall be issued, executed and delivered at such time as the Chairman, Vice Chairman or Executive Director of the Issuer shall determine, (ii) shall be in such aggregate principal amount, not to exceed \$55,466,081, as is hereinafter approved by the Chairman, Vice Chairman or Executive Director of the Issuer, (iii) shall bear interest at such rates as are approved by the Chairman, Vice Chairman or Executive Director of the Issuer and are hereafter set forth in the Series 2020 Bonds and the Indenture, and (iv) shall be subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are approved by the Chairman, Vice Chairman or Executive Director of the Issuer and are hereafter set forth in the Series 2020 Bonds and the Indenture; and

(b) The Series 2020 Bonds shall be issued solely for the purpose of providing funds to assist in financing the Project Costs, including the administrative, legal, financial and other expenses of the Issuer in connection with such assistance and incidental to the issuance of the Series 2020 Bonds, as such costs are more specifically set forth in the Indenture; and

(c) The Series 2020 Bonds and the interest thereon are not and shall never be a debt of the State of New York or Monroe County, New York, and neither the State of New York nor Monroe County, New York, shall be liable thereon; and

(d) The Series 2020 Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely out of the payments, revenues and receipts derived from or in connection with moneys received under the Sublease Agreement or from the enforcement of the security provided by the Indenture.

Section 7. (a) The Chairman, Vice Chairman or Executive Director of the Issuer is hereby authorized, on behalf of the Issuer and upon the advice of Counsel to the Issuer and Bond Counsel, to execute and deliver the Financing Documents, the Official Statement and the Information Return, together with all related documents all in substantially the forms as are approved by the Chairman, Vice Chairman or Executive Director of the Issuer upon the advice of Counsel to the Issuer and Bond Counsel, and the Secretary or any Assistant Secretary of the Issuer (or Counsel to the Issuer) is hereby authorized to affix the seal of the Issuer thereto where appropriate and to attest the same. The execution of the Financing Documents, the Official Statement, the Information Return and such related documents by the Chairman, Vice Chairman or Executive Director shall constitute conclusive evidence of such approval.

(b) Each of the Chairman, Vice Chairman or Executive Director is further hereby authorized, on behalf of the Issuer, to designate such additional persons to act on behalf of the Issuer in connection with this Resolution.

Section 8. The officers, employees, and agents of the Issuer are hereby authorized and directed for and in the name and or behalf of the Issuer to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents, the Official Statement and the Information Return, to determine and to do all such further acts and things as may be necessary or in the opinion of the officer, employee, or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Financing Documents binding upon

the Issuer.

Section 9. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this resolution were adopted in an open meeting of the Issuer and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 10. Due to the complex nature of this transaction, the Issuer hereby authorizes its Chairman, Vice Chairman or Executive Director to approve, execute and deliver on behalf of the Issuer, such further agreements, documents and certificates as the Issuer may be advised by Bond Counsel or Counsel to the Issuer to be necessary or desirable to effectuate the foregoing and the sale and issuance of the Series 2020 Bonds, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Chairman, Vice Chairman or Executive Director of the Issuer.

Section 11. Counsel to the Issuer and Bond Counsel are hereby authorized to work with counsel to the RJSCB and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Series 2020 Bonds and reimbursement of the cost of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code.

Section 12. This resolution shall take effect immediately and the Series 2020 Bonds are hereby ordered to be issued in accordance with this resolution.

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STATE OF NEW YORK)
) ss.:
COUNTY OF MONROE)

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Issuer"), including the resolution contained therein, held on the 17th day of March, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject in matters therein referred to.

That the Financing Documents and the Series 2020 Bonds contained in the transcript of proceedings are each in substantially the forms presented to and approved at said meeting or as duly approved hereunder.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Issuer had due notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY that there was a quorum of the members of the Issuer present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 17th day of March, 2020.



Ana J. Liss, Executive Director