

BOND RESOLUTION
(MESA of N.Y., Inc. Project)

A regular meeting of the Onondaga Civic Development Corporation was convened on July 25, 2019, at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION AUTHORIZING THE ISSUANCE,
EXECUTION, SALE AND DELIVERY OF THE ONONDAGA
CIVIC DEVELOPMENT CORPORATION'S TAX-EXEMPT
AND TAXABLE REVENUE REFUNDING BONDS, SERIES
2019 (MESA OF N.Y., INC. PROJECT), IN ONE OR MORE
SERIES AND IN AN AGGREGATE PRINCIPAL AMOUNT
NOT TO EXCEED \$11,000,000 AND THE EXECUTION AND
DELIVERY OF RELATED DOCUMENTS

WHEREAS, pursuant to the purposes and powers contained within Section 1411 of the Not-for-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), as amended (hereinafter collectively called the "Act"), and pursuant to its certificate of incorporation filed on August 10, 2009 and the Certificate of Amendment of the Certificate of Incorporation of the Onondaga Civic Development Corporation filed on October 5, 2009 (collectively, the "Certificate"), the **ONONDAGA CIVIC DEVELOPMENT CORPORATION** (the "Issuer") was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, **MESA OF N.Y., INC.** (the "Company"), a New York not-for-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), previously submitted an application (the "Application") to the Issuer requesting that the Issuer issue its tax-exempt revenue bonds (the "Tax-Exempt Bonds") and its taxable revenue bonds (the "Taxable Bonds"; and, together with the Tax-Exempt Bonds, the "Bonds") in one or more series in the aggregate principal amount not to exceed \$11,000,000 for the purpose of financing a certain project (the "Project") to be undertaken at 6723 Towpath Road, Dewitt, Onondaga County, New York (the "Land"), such Project consisting of: (A) the acquisition, renovation, rehabilitation and equipping of an approximately 49,850 square-foot office building that will be used to house (1) administrative and back-office functions for Liberty Resources Inc. ("LRI") and (2) Early Intervention programs for children ages one (1) to five (5), Early Education and Preschool services provided by LRI (collectively, the "Improvements"), (B) the acquisition and installation in and around the Improvements of

certain items of furniture, furnishings, equipment, machinery and other tangible personal property (collectively, the "Equipment"; and, together with the Land and the Improvements, the "Project Facility"), and (C) funding a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Bonds (the costs associated with items (A) through (C) above being hereinafter collectively referred to as the "Project Costs"); and

WHEREAS, the Issuer is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$11,000,000 and, if required, (ii) an exemption from all mortgage recording taxes with respect to any qualifying mortgage to secure the repayment of the Bonds or the Company's obligations relating to the Bonds; and

WHEREAS, in accordance with Section 147(f) of the Code, the Issuer has conducted a public hearing with respect to the issuance of the Bonds on July 24, at 11:00 a.m. at the Issuer's offices at 333 W. Washington Street, Syracuse, New York 13202, in the large conference room on the first floor, following the publication on July 11, 2019, in *The Post-Standard* of a notice of said public hearing; and

WHEREAS, the Bonds are being issued pursuant to an Indenture of Trust, to be dated as of September 1, 2019 (the "Indenture"), or such other date acceptable to the Chairperson or the President/CEO of the Issuer (each an "Authorized Officer"), by and between the Issuer and Manufacturers and Traders Trust Company, as trustee (the "Trustee"); and

WHEREAS, the Bonds will be initially purchased by M&T Bank and Tompkins Trust Company (collectively, the "Bond Purchasers"), pursuant to a certain Bond Purchase Agreement and Building Loan Contract, to be dated as of September 1, 2019 (the "Bond Purchase Agreement"), or such other date acceptable to the Authorized Officer, by and among the Issuer, the Company, M&T Bank, as agent, and the Bond Purchasers; and

WHEREAS, the Issuer will loan the net proceeds derived from the issuance of the Bonds to the Company pursuant to a certain Loan Agreement, to be dated as of September 1, 2019 or such other date acceptable to the Authorized Representative, by and between the Issuer and the Company (the "Loan Agreement"), with the payments made by the Company thereunder being sufficient to pay the principal of, premium, if any, purchase price and interest on the Bonds; and

WHEREAS, the Company, to secure the Company's obligations under the Loan Agreement, will grant the Issuer a mortgage lien and security interest in the Project Facility pursuant to a Mortgage and Security Agreement, to be dated as of September 1, 2019 or such other date acceptable to the Authorized Representative, from the Company to the Issuer (the "Mortgage") and the Company will further secure its obligations under the Loan Agreement pursuant to an Assignment of Leases and Rents, to be dated as of September 1, 2019 or such other date acceptable to the Authorized Officer, from the Company to the Issuer (the "Assignment of Leases and Rents"); and

WHEREAS, the Issuer will assign to the Trustee its rights (other than the Unassigned Rights (as defined in the Indenture)) (i) under the Mortgage pursuant to the Assignment of Mortgage, to be dated as of September 1, 2019 (the "Assignment of Mortgage") or such other date acceptable to the Authorized Officer, from the Issuer to the Trustee, (ii) under the Assignment of Leases and Rents pursuant to the Assignment of Assignment of Leases and Rents, to be dated as of September 1, 2019 (the "Assignment of Assignment of Leases and Rents") or such other date acceptable to the Authorized Officer, from the Issuer to the Trustee and (iii) under the Loan Agreement pursuant to the Pledge and Assignment, to be dated as of September 1, 2019 or such other date acceptable to the Authorized Officer (the "Assignment"), from the Issuer to the Trustee with an Acknowledgment thereof by the Company; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Issuer must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

NOW, THEREFORE, BE IT RESOLVED by the ONONDAGA CIVIC DEVELOPMENT CORPORATION as follows:

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration.

Section 2. It is among the purposes of the Issuer to promote, develop, encourage and assist in the acquisition, construction, rehabilitation and improvement of facilities for not-for-profit corporations and thereby relieve and reduce unemployment, better and maintain job opportunities and lessen the burdens of government.

Section 3. Based upon representations made by the Company to the Issuer, the Issuer makes the following findings and determinations:

- (a) the Project is in furtherance of the purposes of the Issuer; and
- (b) the issuance of the Bonds will be an inducement to the Company to undertake the Project in Onondaga County; and
- (c) it is desirable and in the public interest for the Issuer to issue its Bonds to finance the Project Costs, together with certain related costs and amounts, in an aggregate amount not to exceed \$11,000,000; and
- (d) the Company is not undertaking the Project in place of, on behalf of, for the benefit of, or at the request of the Issuer; and

- (e) based upon the review by the Issuer of the Application submitted by the Company with respect to the Project, the Issuer finds that the proposed action constitutes a "Type II action" pursuant to 6 N.Y.C.R.R. § 617.5 and therefore is exempt from review under SEQRA.

Section 4. In consequence of the foregoing, the Issuer hereby determines to:

- (a) execute the Indenture with such amendments or modifications as the Authorized Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer, and issue the Bonds pursuant to the terms thereto; and
- (b) execute the Bond Purchase Agreement as the Authorized Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer; and
- (c) execute the Loan Agreement with such amendments or modifications as the Authorized Officer deems necessary under the circumstances, provided no such amendment or modification materially alters the risk to the Issuer and loan the net proceeds derived from the issuance of the Bonds to the Company pursuant to the terms thereto; and
- (d) issue and deliver the Bonds to the Bond Purchasers on or about September 15, 2019 or such other date acceptable to the Authorized Officer, subject however to the approval of the final terms for the Bonds and the terms and conditions of the Bond Purchase Agreement consistent with this resolution, and the prior written approval of all terms contained therein, and of the terms of the Bonds, by the Authorized Officer and by the Company; and
- (e) accept the Mortgage and Assignment of Leases and Rents from the Company; and
- (f) assign certain of its rights (excluding Unassigned Rights) under the Mortgage pursuant to the Assignment of Mortgage; and
- (g) assign certain of its rights (excluding Unassigned Rights) under the Assignment of Leases and Rents pursuant to the Assignment of Assignment of Leases and Rents; and
- (h) assign certain of its rights (excluding Unassigned Rights) under the Loan Agreement pursuant to the Assignment; and
- (i) use the proceeds of the Bonds to finance a portion of the Project Costs and to pay necessary incidental expenses in accordance with the Indenture, the Bond Purchase Agreement and the Loan Agreement; and
- (j) execute a Tax Compliance Agreement, to be dated as of the date of issuance of the Tax-Exempt Bonds or such other date acceptable to the Authorized Officer,

between the Company and the Issuer (the "Tax Compliance Agreement") and a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Tax-Exempt Bonds (the "Information Return") and file the Information Return with the Internal Revenue Service in connection with the issuance of the Tax-Exempt Bonds; and

- (k) execute and deliver all other certificates and documents required in connection with issuance and sale of the Bonds including the documents identified on the draft closing memorandum and any other documents as may be required to accomplish the Project (collectively, with the Bonds, the Indenture, the Bond Purchase Agreement, the Loan Agreement, the Mortgage, the Assignment of Mortgage, the Assignment of Assignment of Leases and Rents, the Assignment, the Tax Compliance Agreement and the Information Return, the "Financing Documents"), and qualify the interest on the Tax-Exempt Bonds for tax-exempt status under Section 103 of the Code.

Section 5. The Issuer is hereby authorized to assist the Company with the Project, to finance the Project Costs, including the funding of a debt service reserve fund, if any, and costs of issuance, by the issuance of the Bonds and to grant the other Financial Assistance; and all acts previously taken by the Issuer with respect to the Project, the undertaking of the Project by the Company, the grant of Financial Assistance with respect to the Project and the issuance of the Bonds are hereby approved, ratified and confirmed.

Section 6. Subject to receipt of the approval of the County Executive of Onondaga County (the "County Executive") of the issuance of the Bonds pursuant to, and solely for the purposes of, Section 147 of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver the Bonds to the Bond Purchasers in accordance with the provisions of the Bond Purchase Agreement and the terms authorized in the Indenture and this resolution. Each of the Authorized Officers is hereby authorized, on behalf of the Issuer, to execute (by manual or facsimile signature) and deliver the Financing Documents, on such terms and conditions as shall be consistent with this resolution and approved by an Authorized Officer, the execution thereof by such Authorized Officer constituting conclusive evidence of such approval.

Section 7. Subject to receipt of the approval of the County Executive of the issuance of the Tax-Exempt Bonds pursuant to, and solely for the purposes of, Section 147 of the Code and other the limitations contained herein, the Issuer, through an Authorized Officer, is hereby authorized to issue, execute, sell and deliver the Bonds to the Bond Purchasers in the aggregate principal amount of up to \$11,000,000 in the form heretofore approved in Section 4 of this resolution, pursuant to the Act and in accordance with the Indenture and the Bond Purchase Agreement; provided that:

- (a) the Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 7: (i) shall be issued, executed and delivered at such time as an Authorized Officer shall determine, (ii) shall be in such aggregate principal amount (not to exceed \$11,000,000) as is hereinafter approved by an Authorized Officer, (iii) shall bear interest at such rate or rates as are set forth in the Bonds

and the Indenture or as are hereinafter approved by an Authorized Officer, 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 set forth in the Bonds and the Indenture, all of which provisions are specifically incorporated herein with the same force and effect as if fully set forth in this resolution; and

- (b) the Bonds shall be issued solely for the purpose of providing funds to assist the Company in financing the Project Costs, the funding of a debt service reserve fund, if any, the administrative, legal, financial, and other expenses of the Issuer in connection with such assistance and incidental to the issuance of the Bonds, as such costs are more specifically set forth in the Financing Documents; and
- (c) the Bonds and the interest thereon are not and shall never be a debt of the State or Onondaga County, New York, and neither the State nor Onondaga County, New York, shall be liable thereon; and
- (d) the Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts derived from the payments made by the Company pursuant to the Loan Agreement or from the enforcement of the security provided by the other Financing Documents.

Section 8. Notwithstanding any other provision of this resolution, the Issuer covenants that it will make no use of the proceeds of the Tax-Exempt Bonds or of any other funds which, if such use had been reasonably expected on the date of issuance of the Tax-Exempt Bonds, would cause the Tax-Exempt Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

Section 9. Each of the Authorized Officers is hereby authorized and directed for and in the name and on 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 Financing Documents, and to do all such further acts and things as may be necessary or in the opinion of the Authorized Officer acting on behalf of the Issuer, desirable and proper to effect the purposes of this 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 10. 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 11. Due to the complex nature of this transaction, the Issuer hereby authorizes each of its Authorized Officers to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by counsel to the Issuer to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by the Authorized Officer acting on behalf of the Issuer.

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Matthew Marko	[X]	[]	[]	[]
Alison Miller	[X]	[]	[]	[]
Michael LaFlair	[]	[]	[]	[X]
Benjamin Dublin	[]	[]	[]	[X]
James Jordan	[]	[]	[]	[X]
Gerald Albrigo	[X]	[]	[]	[]
Kimberly Townsend	[X]	[]	[]	[]

The resolution was thereupon duly adopted.

[CERTIFICATION]

STATE OF NEW YORK)
COUNTY OF ONONDAGA) SS.:

I, Robert M. Petrovich, the undersigned President/CEO of the Onondaga Civic Development Corporation DO HEREBY CERTIFY:


That I have compared the annexed extract of minutes of the meeting of the Onondaga Civic Development Corporation (the "Issuer"), including the resolution contained therein, held on July 25, 2019, 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 related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of the Board of Directors of said Issuer had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the Board of Directors 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 this 25th day of July, 2019.

By: 
Name: Robert M. Petrovich
Title: President/CEO