

RESOLUTION OF THE TOWN OF HEMPSTEAD LOCAL DEVELOPMENT CORPORATION TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF REVENUE REFUNDING BONDS IN AN AMOUNT SUFFICIENT TO FINANCE OR REFINANCE CERTAIN COSTS OF ACQUIRING, CONSTRUCTING, EQUIPPING AND FURNISHING THE CIRCULO DE LA HISPANIDAD, INC. PROJECT, MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY AND REQUESTING THE SUPERVISOR OF THE TOWN OF HEMPSTEAD TO APPROVE THE ISSUANCE OF THE SERIES 2019 BONDS

WHEREAS, Circulo Real Property Holding Corporation, not-for-profit corporation organized and existing under the laws of the State of New York and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), which is exempt from federal income taxation pursuant to Section 501(a) of the Code (the “**Institution**”), has requested that the Town of Hempstead Local Development Corporation (the “**Issuer**”) issue, in one or more series, its Revenue Refunding Bonds, Series 2019 (Circulo de la Hispanidad, Inc. Project) (the “**Series 2019 Bonds**”), under Section 145 of the Code, in an aggregate principal amount presently estimated to be approximately \$14,250,000 but not to exceed \$16,000,000, in order to, along with other available monies of the Institution: (A) refund the outstanding Civic Facility Revenue Bonds, Series 2007 (Circulo de la Hispanidad, Inc. Civic Facility) issued by the Town of Hempstead Industrial Development Agency (the “**IDA**”), in the amount of \$15,000,000 (the “**Series 2007 Bonds**”), for the benefit of Circulo de la Hispanidad, Inc., a not-for-profit corporation, organized and existing under the laws of the State of New York, and an organization described in Section 501(c)(3) of the Code, which is exempt from federal income taxation pursuant to Section 501(a) of the Code (the “**Organization**”), the proceeds of which Series 2007 Bonds were used to finance the costs of (i) the issuance of the Series 2007 Bonds, and (ii) the acquisition of an approximately 0.895 acre parcel of land located at 605 Peninsula Boulevard and the construction and equipping of an approximately 35,000 square foot two-story commercial building located thereon, and an adjacent approximately 0.1147 acre parcel of land located at 134 Linden Avenue, consisting of parking facilities, all located in the Village of Hempstead, Town of Hempstead, Nassau County, New York (collectively, the “**Facility**”) (clauses (i) and (ii) are collectively, the “**Series 2007 Project**”), which Facility will be conveyed by the Organization to the Institution and leased by the Institution to Evergreen Charter School, not-for-profit education corporation, organized and existing under the laws of the State of New York and an organization described in Section 501(c)(3) of the Code, which is exempt from federal income taxation pursuant to Section 501(a) of the Code (the “**School**”), to be used as a charter school serving students in kindergarten through grade 8; (B) fund a debt service reserve fund and a repair and replacement fund, and (C) pay certain costs of issuance of the Series 2019 Bonds (subsections (A), (B), and (C) are collectively, the “**Project**”). The Facility will be owned by the Institution, and will initially be operated and/or managed by the School. The Organization is the sole member of the Institution; and

WHEREAS, the proceeds of the Series 2019 Bonds will be loaned by the Issuer to the Institution for the financing and refinancing of the Project, pursuant to the New York

Membership Corporation Law as in effect in 1966, as superseded by Section 1411 of the New York Not-For-Profit Corporation Law (collectively, the “Act”); and

WHEREAS, the Act authorizes and empowers the Issuer to issue its revenue bonds to promote, develop, encourage and assist projects such as the Project and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, in addition to the issuance of the Series 2019 Bonds, the Issuer contemplates that it will provide financial assistance to the Institution in connection with the Project in the form of exemptions from mortgage recording taxes in connection with the financing or subsequent refinancing of the Project, consistent with the policies of the Issuer, to be more particularly described in a final authorizing resolution to be adopted by the Issuer prior to the issuance of the Series 2019 Bonds; and

WHEREAS, pursuant to Section 147(f) of the Code, interest on the Series 2019 Bonds will not be excluded from gross income for federal income tax purposes unless the issuance of the Series 2019 Bonds is approved by the “applicable elected representative” of the Town of Hempstead after a public hearing (the “**Public Hearing**”) has been held on the Project and the issuance of the Series 2019 Bonds; and

WHEREAS, prior to the issuance of the Series 2019 Bonds, public notice of the Public Hearing will be given as required by Section 147(f) of the Code, the notice of which (together with proof of publication) will be substantially in the form annexed hereto as Exhibit A and such notice will comply with all requirements of the Code; and

WHEREAS, the Public Hearing will be held to hear all persons with views in favor of or opposed to the issuance of the Series 2019 Bonds, the Project, and the other financial assistance contemplated by the Issuer, the minutes of which will be substantially in the form annexed hereto as Exhibit B; and

WHEREAS, the Institution reasonably expects that it will pay or incur certain capital expenditures in connection with the Project prior to the issuance of the Series 2019 Bonds for the Project; and

WHEREAS, the Institution will use funds from sources other than the proceeds of the Series 2019 Bonds which are or will be available on a short-term basis to pay for preliminary expenditures of the Project; and

WHEREAS, the Institution reasonably expects that it will reimburse itself for the use of such funds with proceeds of indebtedness to be issued by the Issuer to finance or refinance the costs of the Project; and

WHEREAS, the Series 2019 Bonds are expected to be issued in an aggregate principal amount presently estimated to be approximately \$14,250,000 but not to exceed \$16,000,000; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act” or “SEQR”), the Issuer constitutes a “State Agency”; and

WHEREAS, to aid the Issuer in determining whether the Facility and the issuance of the Series 2019 Bonds may have a significant effect upon the environment, the Institution prepared and submitted to the Issuer an Environmental Assessment Form (“EAF”) and related documents (the “Questionnaire”) with respect to the Facility, a copy of which is on file at the office of the Issuer; and

WHEREAS, the Questionnaire has been reviewed by the Issuer; and

WHEREAS, the Institution has agreed to indemnify the Issuer against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the issuance of the Series 2019 Bonds and the financing and refinancing of the Project;

NOW, THEREFORE, BE IT RESOLVED by the Issuer (a majority of the members thereof affirmatively concurring) that:

Section 1. Based upon the information furnished by the Institution regarding the Project, the Issuer determines that the action relating to the financing and refinancing of the Project is a Type II action under SEQR and therefore, does not require further environmental review.

Section 2. (a) The financing and refinancing of the Project by the Issuer, through the issuance of the Series 2019 Bonds pursuant to the Act, and the provision of other financial assistance in connection therewith pursuant to the Act, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the Town of Hempstead and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved;

(b) It is desirable and in the public interest for the Issuer to issue the Series 2019 Bonds for the purposes of financing and refinancing the costs of the Project, together with necessary incidental expenses in connection therewith as reflected in the Institution's application to the Issuer, as amended from time to time prior to the issuance of the Series 2019 Bonds. The currently estimated aggregate principal amount of the Series 2019 Bonds to be issued is approximately \$14,250,000, but not to exceed \$16,000,000.

Section 3. Subject to the adoption of a final authorization resolution after the Public Hearing has been held and approval of the issuance of the Series 2019 Bonds by the Hon. Laura A. Gillen, Supervisor, Town of Hempstead, Nassau County, and the compliance with any other applicable provisions of the Code,

the Issuer shall (i) issue the Series 2019 Bonds in an amount and with maturities, an interest rate, redemption terms and other terms and provisions as the Issuer, the Institution and the purchaser(s) of the Series 2019 Bonds mutually deem appropriate, (ii) loan the proceeds of the Series 2019 Bonds to the Institution pursuant to the terms of a Loan Agreement whereby the Institution will be obligated, among other things, to make loan payments to or for the account of the Issuer in amounts and at times so that such loan payments will be adequate to pay the principal of, premium, if any, and interest on the Series 2019 Bonds, and (iii) secure the Series 2019 Bonds in such manner as the Issuer, the Institution and the purchaser(s) of the Series 2019 Bonds mutually deem appropriate. If the proceeds of the sale of the Series 2019 Bonds are insufficient to finance or refinance the Project, the Issuer will, subject to the terms and conditions to be agreed upon between the Issuer and the Institution, and upon the request of the Institution, take such actions and execute such documents as may be necessary to effect the issuance from time to time of additional bonds, whether on a parity with the Series 2019 Bonds or otherwise, for the purpose of paying the costs of completing the Project.

Section 4. To the extent the Institution has paid or incurred or will pay or incur preliminary expenditures or hard costs in connection with the Project with its current funds, it reasonably expects to reimburse itself with proceeds from the Series 2019 Bonds. This Resolution is intended to be a declaration of official intent pursuant to Section 1.150-2 of the Treasury Regulations to reimburse prior expenditures made by the Institution for the Project with proceeds of the Series 2019 Bonds.

Section 5. The law firm of Nixon Peabody LLP is hereby appointed Bond Counsel to the Issuer in connection with the issuance of the Series 2019 Bonds.

Section 6. Counsel to the Issuer and Bond Counsel are hereby authorized to work with counsel to the Institution and others to prepare, for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Series 2019 Bonds.

Section 7. The Chairman, the Chief Executive Officer and the Deputy Executive Director of the Issuer are hereby authorized and directed (i) to distribute copies of this resolution to the Institution, (ii) to request the Hon. Laura A. Gillen, Supervisor, Town of Hempstead, Nassau County to approve the issuance of the Series 2019 Bonds following the Public Hearing, and (iii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

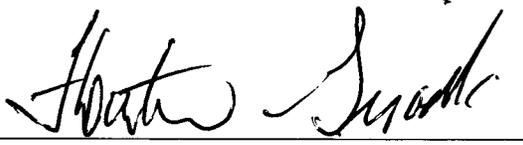
Section 8. This resolution shall take effect immediately and shall be continuously available for inspection by the general public during normal business hours at the Issuer's office.

The Application is in substantially the form presented to and approved at such meeting.

We FURTHER CERTIFY that (i) all members of the Issuer had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, we have hereunto set our hands as of January 24, 2019.

By: 
Frederick E. Parola
Chief Executive Officer

By: 
Florestano Girardi
Chairman