

**Essex County Capital Resource Corporation**  
**February 21, 2019**  
**10:00 AM**  
**7566 Court Street, Elizabethtown, NY**

**Present:** Darren Darrah  
John Boyea  
Jamie Rogers (via conference call)  
James Bowen

**Also Present:** Jody Olcott  
Carol Calabrese

**Absent:** Gerald Morrow  
Matthew Courtright  
James Monty

**Open of Meeting**

Chairman Darren Darrah opened the meeting at 10:10AM.

**Bond Projects**

1. North Country School/Camp Treetop

Motion #2019-1: Whereas, the Essex County Capital Resource Corporation (the "Issuer") is adopting this Resolution authorizing the issuance of a series of bonds pursuant to the terms hereof and the terms of a Bond Purchase and Loan Agreement (the "Bond Purchase and Loan Agreement") by and among the Issuer, North Country School ( the "Institution") and Boston Private Bank & Trust Company ( the "Bondholder"); WHEREAS, the Bondholder has agreed to purchase from the Issuer its North Country School Revenue Bonds, Series 2019A and Series 2019B (the "Bonds"), in the aggregate principal amount of up to [Seven Million One Hundred Thousand Dollars (\$7,100,000)], the proceeds of which Bonds are being loaned by the Issuer to the Institution in accordance with the terms of the Bond Purchase and Loan Agreement in order to finance or refinance a portion of the costs of (i) the construction of an approximate 10,000 square foot performing arts center, renovation of Hansen House, renovation of a waste treatment plant, renovation of a teaching/learning kitchen, renovation of Hike House and renovation of Round Lake Cottage (the "Facilities"), (ii) the acquisition and installation in the Facilities of various machinery, equipment, and furnishings, including fixtures (the "Equipment"), and (iii) the refinancing of outstanding indebtedness of the Institution, all of the Facilities of which are to be located at 4382 Cascade Road and 14 and 37 Wrights Way, Lake Placid, New York 12946 (collectively, the "Project"), and the costs of issuance of the Bonds and certain related costs and expenses of the Project. Such Bonds shall evidence the Issuer's special obligation to repay such aggregate principal amount, and the Issuer has agreed to issue, execute and deliver the Bonds, in accordance with the terms of this Resolution and the Bond Purchase and Loan Agreement; WHEREAS, the Bonds issued hereunder are special obligations of the Issuer payable from and secured solely by, the payments to be made by the Institution pursuant to the Bond Purchase and Loan Agreement; WHEREAS, this Resolution, together with the Bond Purchase and Loan Agreement and other documents referenced herein, provide for the following transactions: the Issuer's issuance of the Bonds and sale of such Bonds to the Bondholder; (b) the Issuer's loan of the proceeds of the Bonds to the Institution for the purpose of financing and refinancing the Project; (c) the Institution's repayment of the loan of Bond proceeds from the Issuer through payment to the Bondholder of all amounts necessary to pay the Bonds; (d) the Issuer's assignment to the Bondholder of the Issuer's rights under the Bond Purchase and Loan Agreement (with

the exception of certain reserved rights), including the Revenues to be received and the rights to receive the same and to enforce the Issuer's rights under said Bond Purchase and Loan Agreement against the Institution (including, without limitation, the negative pledge); (e) the Issuer's assignment to the Bondholder of a Mortgage to be granted to the Issuer to secure the Institution's obligations under the Bond Purchase and Loan Agreement, which Mortgage shall be held in escrow until the occurrence of certain conditions for recordation set forth in Bond Purchase and Loan Agreement. BE IT RESOLVED by the Essex County Capital Resource Corporation, as follows: 1. The Issuer hereby determines to: (i) issue and sell the Bonds to the Bondholder pursuant to and in accordance with the Bond Purchase and Loan Agreement, (ii) use the proceeds of the Bonds to finance and refinance the Project; (iii) secure the Bonds by vesting certain powers and duties in the Bondholder pursuant to the Bond Purchase and Loan Agreement, and by assigning to the Bondholder certain of the Issuer's rights and remedies thereunder, including the right to collect and receive amounts payable thereunder and to enforce the Issuer's rights under said Bond Purchase and Loan Agreement against the Institution (including, without limitation, the negative pledge). 2. The Issuer is hereby authorized to issue and execute, sell and deliver the Bonds to the Bondholder in the aggregate principal amount not to exceed \$[7,100,000] pursuant to the Act and in accordance with the Bond Purchase and Loan Agreement, provided that: (a) The Bonds shall (i) be issued, executed and delivered at such time as an Authorized Officer shall determine, and (ii) bear interest at the rates, be subject to redemption or tender 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 Bond Purchase and Loan Agreement, which terms are specifically incorporated herein with the same force and effect as if fully set forth herein. (b) The Bonds shall be issued solely for the purpose of providing funds to finance the Project, and to finance certain administrative, legal, financial and other expenses of the Issuer incurred in connection with the undertaking of the Project and incidental to the issuance of the Bonds. (c) The Bonds and the interest thereon are not and shall never be a debt of the State of New York, the County of Essex or any other political subdivision and none of the State of New York, the County of Essex or any other political subdivision shall be liable thereon. (d) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the Revenues as provided by the Bond Purchase and Loan Agreement. (e) Notwithstanding any other provision of this resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds or of any other funds that, if such use had been reasonably expected on the date of issue of the Bonds, would cause the Bonds to be "arbitrage bonds" within the meaning of §148 of the Code. 3. Any Authorized Officer is hereby authorized on behalf of the Issuer to execute and deliver the Bonds, the Bond Purchase and Loan Agreement, the Assignment of the Bond Purchase and Loan Agreement, the Mortgage, the Assignment of Mortgage, the Tax Compliance Agreement and such other documents determined to be necessary to effectuate the loan authorized by this Resolution (hereinafter collectively called the "Financing Documents"), and where appropriate, the Secretary or any Assistant Secretary of the Issuer is hereby authorized to affix the seal of the Issuer to the Bonds. Such Financing Documents shall be in the form delivered at the closing of the Bonds as an Authorized Officer shall approve provided that the provisions thereof are consistent with the provisions of this Resolution. The execution thereof by the Authorized Officer or any member of the board of the Issuer shall constitute conclusive evidence of such approval. All terms which are defined in Section 1.01 of the Bond Purchase and Loan Agreement shall have the same meanings, respectively, in this Resolution as such terms are given in said Section 1.01 of the Bond Purchase and Loan Agreement. This Resolution is adopted pursuant to the provisions of the Act. There is hereby authorized to be issued a series of Bonds entitled to the benefit, protection and security of the Bond Purchase and Loan Agreement in an aggregate principal amount not to exceed \$7,100,000, consisting of the Series 2019A Bonds in the principal amount of Five Million Three Hundred Thousand dollars (\$5,300,000) and the Series 2019B Bonds in the principal amount of One Million Eight Hundred Thousand dollars (\$1,800,000). Such series of Bonds shall be designated as "North Country

School Revenue Bonds, Series 2019A and Series 2019B.” The purposes for which the Bonds are being issued are (i) to finance or refinance the Costs of the Project, and (ii) to pay Costs of Issuance incidental to the issuance and sale of the Bonds. There is hereby delegated to any Authorized Officer of the Issuer, subject to the limitations contained herein and in the Bond Purchase and Loan Agreement, the power with respect to the Bonds to determine and carry out the following: (a) Subject to the limitation set forth in Section 2.01 hereof, the principal amount of Bonds to be issued in one or more series or subseries; (b) The Bond Year and the date or dates, maturity date or dates and principal amount of each maturity of the Bonds, the amount and date of each principal installment; *provided, however*, that no Bond shall mature later than 30 years following the date of issuance and delivery; (c) The interest rate or rates of the Bonds applicable for each interest rate period, the method for the determination thereof, including any conversion options, the date from which interest on the Bonds shall accrue and the first interest payment date therefor; *provided, however*, that the initial true interest cost at the time of issuance (as determined by an Authorized Officer of the Issuer, which determination shall be conclusive) on the Bonds shall not exceed [seven and a half percent (7.5%)] per annum; (d) The denomination or denominations of and the manner of numbering and lettering the Bonds; *provided however* that the Bonds shall be in denominations of \$100,000 or greater; (e) The redemption terms, if any, for the Bonds; *provided, however*, that the Redemption Price of any Bond subject to redemption at the election of the Issuer or in accordance with the Resolution shall not be greater than [one hundred percent (100%)] of the principal amount of the Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date of redemption and any breakage fees, premiums or other fees required to be paid by the Institution to the Bondholder under the Bond Purchase and Loan Agreement; (f) Provisions for the initial sale of the Bonds through a Private Placement with the Bondholder and for the delivery thereof; (g) The form of the Bonds, which are hereby authorized to be issued in fully registered form, and the form of the certificate of authentication thereon; (h) Directions for the application of the proceeds of the Bonds; (i) The security for the Bonds; and (j) Any other provisions deemed advisable by an Authorized Officer of the Issuer, not in conflict with the provisions hereof. Such Authorized Officer shall execute the Bond Purchase and Loan Agreement evidencing determinations or other actions taken pursuant to the authority granted herein, and the execution and delivery of such Bond Purchase and Loan Agreement shall be conclusive evidence of the action or determination of such Authorized Officer as to the matters stated therein. The Chair or other Authorized Officer of the Issuer is hereby authorized and directed to execute by manual or facsimile signature the Bonds in the name of the Issuer and the corporate seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced thereon. The Secretary, an Assistant Secretary or other Authorized Officer of the Issuer is hereby authorized and directed to attest by manual or facsimile signature the execution of the Bonds. No recourse shall be had for the payment of the principal, Sinking Fund Installments or Redemption Price of or interest on the Bonds or for any claim based thereon, on the Resolution or on the Bond Purchase and Loan Agreement against any member, officer or employee of the Issuer or any person executing the Bonds and neither the members of the Issuer nor any other person executing the Bonds of the Issuer shall be subject to any personal liability or accountability by reason of the issuance thereof, all such liability being expressly waived and released by every Holder of an Bond by the acceptance thereof. On the date of delivery of the Bonds, the Bondholder shall deposit the proceeds of the Bonds in accordance with the written instructions of an Authorized Officer of the Issuer. In order to maintain the exclusion from gross income for purposes of federal income taxation of interest on the Bonds, the Issuer shall comply with the provisions of the Code applicable to the Bonds, including without limitation the provisions of the Code relating to the computation of the yield on investments of the “gross proceeds” of the Bonds, as such term is defined in the Code, reporting of the earnings on such gross proceeds and rebates of earnings on such gross proceeds to the Department of the Treasury of the United States of America. In furtherance of the foregoing, the Issuer shall comply with the provisions of the Tax Certificate executed by the Issuer

in connection with the Bonds. The Issuer shall not take any action or fail to take any action which would cause the Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code; nor shall any part of the proceeds of the Bonds or any other funds of the Issuer be used directly or indirectly to acquire any securities or obligations the acquisition of which would cause any Bond to be an “arbitrage bond” within the meaning of Section 148(a) of the Code. The Issuer shall make, or cause to be made, any and all payments required to be made to the United States Department of the Treasury in connection with the Bonds pursuant to Section 148(f) of the Code from amounts on deposit in the Arbitrage Rebate Fund and available therefor. The obligation of the Issuer to comply with the provisions of Section 5.01 hereof with respect to the rebate to the Department of the Treasury of the United States of America relating to the Bonds shall remain in full force and effect so long as the Issuer shall be required by the Code to rebate such earnings on the gross proceeds of the Bonds, notwithstanding that the Bonds are no longer Outstanding. The form of the Bond Purchase and Loan Agreement as submitted to this meeting is approved. Any Authorized Officer of the Issuer is hereby authorized and directed to execute and deliver the Bond Purchase and Loan Agreement with such changes, insertions and omissions as may be approved by said Authorized Officer, said execution being conclusive evidence of such approval. Authorized Officer of the Issuer is hereby authorized and directed to execute and deliver any and all documents and instruments, necessary or desirable in connection with the sale and issuance of the Bonds, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution. Resolution shall become effective immediately upon its adoption. This motion was made by Jamie Rogers and seconded by James Bowen. All members were in favor.

#### **Adjourn**

**Motion #2019-2:** A motion to adjourn the meeting at 10:11AM was made by Darren Darrah and seconded by Jamie Rogers. All members were in favor.