
DORMITORY AUTHORITY OF
THE STATE OF NEW YORK
SUPPLEMENTAL RESOLUTION 2019-1

Authorizing Up To

\$750,000,000

SCHOOL DISTRICTS REVENUE BOND FINANCING PROGRAM REVENUE BONDS

Adopted March 6, 2019

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SCHOOL DISTRICTS REVENUE BOND FINANCING PROGRAM REVENUE BONDS**

WHEREAS, the Dormitory Authority of the State of New York (the “Authority”) duly adopted on February 7, 2018 its Amended and Restated Master School Districts Revenue Bond Financing Program Revenue Bond Resolution (the “Master Resolution”); and

WHEREAS, the Master Resolution authorizes the issuance by the Authority, from time to time, of its revenue bonds, in one or more series, for the authorized purposes of the Authority; and

WHEREAS, the Master Resolution provides that bonds of the Authority shall be authorized and issued pursuant to a Supplemental Resolution or Supplemental Resolutions (as therein defined); and

WHEREAS, each such Series of Bonds is to be separately secured from each other Series of Bonds; and

WHEREAS, the Authority deems it necessary and in keeping with its purposes to issue under the Master Resolution and this Supplemental Resolution, the Series of Bonds herein authorized for the purpose of lending to the School Districts (as this and certain other terms used herein are defined in Section 1.02 hereof) funds sufficient to (i) finance or refinance the costs of the Projects, (ii) fund or refund notes or bonds of the Authority or an Applicable School District, which may include interest thereon, all or a portion of the proceeds of which were issued to finance or refinance Costs of the Projects for the payment of which Bonds may be issued under the Master Resolution, (iii) refund the Refunded Bonds (as hereinafter defined), and (iv) pay the Costs of Issuance of the Series 2019-1 Bonds.

BE IT RESOLVED by the Dormitory Authority of the State of New York, as follows:

ARTICLE I
Definitions and Statutory Authority

SECTION 1.01. Definitions.

(1) All terms which are defined in Section 1.01 of the Master Resolution shall have the same meanings, respectively, in this Supplemental Resolution 2019-1 as such terms are given in said Section 1.01 of the Master Resolution.

(2) In addition, as used in this Supplemental Resolution 2019-1, unless the context shall otherwise require, the following terms shall have the following respective meanings:

“Administrative Expenses” means expenses incurred by the Authority in carrying out its duties hereunder and under the Master Resolution, each Financing Agreement, and any other document, instrument, agreement, law, rule or regulation related thereto including, without limitation, accounting, administrative, financial advisory and legal expenses incurred in connection with the financing and construction of the Project, the fees and expenses of the Trustee, any Paying Agents or any other fiduciaries acting under the Resolution, the fees and expenses of any Facility Provider, the costs and expenses incurred in connection with the determination of the rate at which a Variable Interest Rate Bond is to bear interest and the remarketing of such Bond, judgments or claims payable by the Authority for the payment of which the Authority has been indemnified or held harmless pursuant to Section 3.2(B) of a Financing Agreement, but only to the extent that moneys in the Construction Fund are not available therefor, and expenditures to compel full and punctual performance of a Financing Agreement, or any document, instrument or agreement related thereto in accordance with its terms.

“Authority Fee” means a fee payable to the Authority in an amount set forth in Exhibit C to each Financing Agreement.

“Bond Year” means, except as otherwise provided in the applicable Bond Series Certificate, a period of twelve (12) successive months beginning October 1 in any calendar year and ending on September 30 of the succeeding calendar year.

“Fiscal Year” means the fiscal year of each School District commencing July 1 of each calendar year.

“Projects” means “school district capital facilities” and/or “school district capital equipment” as defined in the Act and described in Exhibit A to each Financing Agreement.

“Refunded Bonds” means all or any portion of a Series of Bonds issued pursuant to the Master Resolution, as determined by an authorized officer of the Authority pursuant to Section 2.03 hereof.

“School Districts” means those “school districts” as defined in the Act and designated by the Authority in the Bond Series Certificate executed pursuant to Section 2.03 hereof.

“Series 2019-1 Bonds” means the Bonds of one or more Series or subseries authorized to be issued pursuant to the Master Resolution and this Supplemental Resolution 2019-1 in the aggregate principal amount not to exceed \$750,000,000.

“Supplemental Resolution 2019-1” means this Supplemental Resolution.

SECTION 1.02. Supplemental Resolution 2019-1. This Supplemental Resolution 2019-1 Authorizing Up To \$750,000,000 School Districts Revenue Bond Financing Program Revenue Bonds constitutes a Supplemental Resolution within the meaning of, and is adopted in accordance with Article IX of, the resolution adopted by the Authority on February 7, 2018, entitled “Amended and Restated Master School Districts Revenue Bond Financing Program Revenue Bond Resolution, Adopted February 7, 2018, A Resolution Authorizing The Issuance By The Dormitory Authority Of The State Of New York Of Series Of School Districts Revenue Bond Financing Program Revenue Bonds; Providing For The Payment Of The Principal Of And Interest On Such Bonds; And Providing For The Rights Of The Holders Thereof”, and referred to herein as the “Master Resolution”.

SECTION 1.03. Authority for Supplemental Resolution 2019-1. This Supplemental Resolution 2019-1 is adopted pursuant to the provisions of the Act and the Master Resolution.

ARTICLE II

Authorization, Terms and Issuance of Series 2019-1 Bonds

SECTION 2.01. Authorization of Series 2019-1 Bonds, Principal Amount, Designation and Series. One or more Series or subseries of Bonds entitled to the benefit, protection and security of the Master Resolution are hereby authorized to be issued on one or more dates in an aggregate principal amount which shall not exceed \$750,000,000. Such Series of Bonds shall be designated as and shall be distinguished from the Bonds of all other Series by a designation assigned by an Authorized Officer, which designation shall include the year in which such Series of Bonds is issued and a letter reflecting the order in which such Series of Bonds is issued during such year pursuant to and subject to the terms, conditions and limitations established in the Master Resolution and this Supplemental Resolution 2019-1.

SECTION 2.02. Purposes. The purposes for which the Series 2019-1 Bonds may be issued are to (1) finance or refinance the Costs of the Projects, (2) fund or refund notes or bonds of the Authority or an Applicable School District, which may include interest thereon, all or a portion of the proceeds of which were issued to finance or refinance Costs of the Projects for the payment of which Bonds may be issued under the Master Resolution, (3) refund the Refunded Bonds and (4) pay the Costs of Issuance of the Series 2019-1 Bonds.

SECTION 2.03. Delegation of Authority. There is hereby delegated to any Authorized Officer of the Authority, subject to the limitations contained herein and in the Master Resolution, the power with respect to each Series or subseries of the Series 2019-1 Bonds to determine and carry out the following:

(a) The sale of the Series 2019-1 Bonds at public or private sale, provided that in the case of a private sale the purchase price paid by the purchasers thereof shall not be less than ninety percent (90%) of the principal amount of the Series 2019-1 Bonds so sold; the approval of the terms of and publication of one or more official statements describing the Series 2019-1 Bonds; and the publication of a notice of sale or execution of a contract or contracts of purchase at public or private sale on behalf of the Authority;

(b) The principal amount of Series 2019-1 Bonds to be issued, and whether the Series 2019-1 Bonds will be issued in one or more Series at one or more times and the principal amount and designations of each such Series, and whether such Series shall be sold separately or together with other Series of Bonds and whether any such Series 2019-1 Bonds shall be consolidated into a single Series with any other Series of Bonds authorized to be issued under the Master Resolution and any Supplemental Resolution authorized pursuant thereto, and whether the Series 2019-1 Bonds of any Series shall be issued in subseries, the number of subseries and the principal amount and designations of each subseries,; provided, however, that the aggregate principal amount of Series 2019-1 Bonds to be issued shall not exceed \$750,000,000;

(c) In connection with each issue of Series 2019-1 Bonds, the date or dates, maturity date or dates and principal amount of each maturity of the Series 2019-1 Bonds, the amount and date of each Sinking Fund Installment, if any, and which Series 2019-1 Bonds are Serial Bonds or Term Bonds, if any; provided that no Series 2019-1 Bond shall mature later than thirty-one years from its date of issuance; and provided further that no Series 2019-1 Bonds issued to refund Refunded Bonds shall mature later than the final maturity date of the Refunded Bond;

(d) The interest rate or rates of the Series 2019-1 Bonds, the Interest Payment Dates for the Series 2019-1 Bonds, the date from which interest on the Series 2019-1 Bonds shall accrue and the first interest payment date therefor; provided that the true interest cost (as determined by an Authorized Officer of the Authority, which determination shall be conclusive) on the Series 2019-1 Bonds shall not exceed seven and one-half percent (7.50%) per annum;

(f) The denomination or denominations of and the manner of numbering and lettering of the Series 2019-1 Bonds;

(g) The Trustee for the Series 2019-1 Bonds, in accordance with Section 8.01 of the Master Resolution;

(h) The Paying Agent or Paying Agents for the Series 2019-1 Bonds and, subject to the provisions of Section 8.02 of the Master Resolution, the place or places of payment of the principal, Sinking Fund Installments, if any, Redemption Price of and interest on the Series 2019-1 Bonds, provided, however, that such Paying Agent or Paying Agents may be appointed by resolution adopted prior to authentication and delivery of the Series 2019-1 Bonds in accordance with the provisions of Section 8.02 of the Master Resolution;

(i) The Redemption Price or Redemption Prices, if any, and, subject to Article IV of the Master Resolution, the redemption terms, if any, for the Series 2019-1 Bonds; provided, however, that the Redemption Price of any Series 2019-1 Bond subject to redemption at the election of the Authority or in accordance with the Master Resolution shall not be greater than one hundred three percent (103%) of the principal amount of the Series 2019-1 Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date of redemption;

(j) Provisions for the sale or exchange of the Series 2019-1 Bonds and for the delivery thereof, to the extent not provided in the Master Resolution;

(k) The form of the Series 2019-1 Bonds, which are hereby authorized to be issued in the form of fully registered Bonds, and the form of the Trustee's certificate of authentication thereon;

(l) Establishment of and provisions with respect to funds and accounts and subaccounts therein, if applicable, and the Revenues and application thereof, as provided in Article V of the Master Resolution;

(m) The School Districts with which the Authority shall enter into Financing Agreements with respect to the Series 2019-1 Bonds;

(n) The Allocable Portion of the principal amount of the Series 2019-1 Bonds, each maturity thereof, accrued interest thereon, the Costs of Issuance and the proceeds of the Series 2019-1 Bonds allocable to each School District;

(o) Directions for the application of the proceeds of the Series 2019-1 Bonds;

(p) Whether to obtain a Credit Facility with respect to the Series 2019-1 Bonds and, if obtained, the rights, powers and privileges of the Facility Provider providing a Credit Facility for the Series 2019-1 Bonds;

(q) The series, maturity dates and specific principal amounts of the Refunded Bonds and the date or dates of redemption of the Refunded Bonds;

(r) Whether the tax covenants in Section 7.14 of the Master Resolution are applicable to the Series 2019-1 Bonds, and additional tax covenants applicable to the Series 2019-1 Bonds, if any; and

(s) Any other provisions deemed advisable by an Authorized Officer of the Authority, not in conflict with the provisions hereof or of the Master Resolution.

Such Authorized Officer shall execute one or more Bond Series Certificates evidencing determinations or other actions taken pursuant to the authority granted herein or in the Master Resolution, and any such Bond Series Certificate shall be conclusive evidence of the action or determination of such Authorized Officer as to the matters stated therein.

ARTICLE III

Execution and Authentication of the Series 2019-1 Bonds

SECTION 3.01. Execution and Authentication of Series 2019-1 Bonds. Pursuant to the provisions of Section 3.04 of the Master Resolution, the Chair, Vice Chair or other Authorized Officer of the Authority is hereby authorized and directed to execute by manual or facsimile signature the Series 2019-1 Bonds in the name of the Authority 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 Authority is hereby authorized and directed to attest by manual or facsimile signature the execution of the Series 2019-1 Bonds.

The Trustee is hereby authorized to authenticate by manual or facsimile signature the Series 2019-1 Bonds, and deliver the same to or upon the order of the Authority, in such amounts and at such times as the Trustee shall be directed in writing by an Authorized Officer of the Authority.

SECTION 3.02. No Recourse on Series 2019-1 Bonds. No recourse shall be had for the payment of the principal, Sinking Fund Installments or Redemption Price of or interest on the Series 2019-1 Bonds or for any claim based thereon, on the Master Resolution or on this Supplemental Resolution 2019-1 against any member, officer or employee of the Authority or any person executing the Series 2019-1 Bonds and neither the members of the Authority nor any other person executing the Series 2019-1 Bonds of the Authority 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 Series 2019-1 Bonds by the acceptance thereof.

ARTICLE IV

Application of Proceeds

SECTION 4.01. Application of Proceeds and Deposit of Moneys. The Trustee shall apply the proceeds of the sale of the Series 2019-1 Bonds in accordance with the Applicable Bond Series Certificate or the written instructions of an Authorized Officer of the Authority.

SECTION 4.02. Allocation of Revenues. Except as otherwise provided in the Applicable Bond Series Certificate, all moneys paid to the Trustee under each Financing Agreement shall be applied in accordance with the Master Resolution.

SECTION 4.03. SEQRA Covenant. The Authority hereby covenants not to expend any proceeds of the Series 2019-1 Bonds on the payment of the Cost of the Projects hereby authorized unless and until the requirements of the State Environmental Quality Review Act have been complied with.

ARTICLE V

Approval of Form and Authorization to Execute and Deliver the Documents

SECTION 5.01. Approval and Execution of Financing Agreements. The form of the Financing Agreement as submitted to this meeting is approved. Any Authorized Officer of the Authority is hereby authorized and directed to execute and deliver a Financing Agreement with each School District with such changes, insertions and omissions as may be approved by said Authorized Officer, said execution being conclusive evidence of such approval.

SECTION 5.02. Approval and Execution of Purchase Contract. The form of purchase contract by and between the Authority and such underwriters as an Authorized Officer of the Authority shall approve, as submitted to this meeting is approved. An Authorized Officer of the Authority is hereby authorized and directed to determine the terms and purchase price of the Series 2019-1 Bonds within the limitations set forth in the Resolution authorizing the issuance of the Series 2019-1 Bonds and to execute and deliver one or more purchase contracts with such changes, insertions and omissions as may be approved by said Authorized Officer, said execution being conclusive evidence of such approval.

SECTION 5.03. Approval and Distribution of Preliminary Official Statement, Sale of Bonds. The draft Preliminary Official Statement in the form presented to this meeting is approved. The distribution in connection with the sale of any Series of Series 2019-1 Bonds of the proof of one or more Preliminary Official Statements by an Authorized Officer of the Authority, with such changes, insertions and omissions in such proof or proofs of the draft Preliminary Official Statements as the Authorized Officer distributing the same shall approve, said distribution being conclusive evidence of such approval, is hereby authorized. Any Authorized Officer of the Authority is also authorized to sell the Series 2019-1 Bonds at a negotiated sale and is further authorized and directed to make any publication of one or more notices and to make such distribution to prospective purchasers of all documents as he shall deem necessary or desirable to effect a sale of the Series 2019-1 Bonds.

SECTION 5.04. Execution and Delivery of Official Statement. Any Authorized Officer of the Authority is also authorized to execute and deliver, on behalf of the Authority, one or more final Official Statements relating to the Series 2019-1 Bonds to be dated as of the date of the sale of the Series 2019-1 Bonds with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by said Authorized Officer, said execution being conclusive evidence of such approval, and any amendments or supplements thereto which may be necessary or desirable. After execution, any Authorized Officer of the Authority is hereby authorized to deliver to the purchasers of the Series 2019-1 Bonds an executed copy or copies of such Official Statements and any amendments or supplements thereto.

SECTION 5.05. Execution of Continuing Disclosure Agreements. The form of the Continuing Disclosure Agreement as submitted to this meeting is approved. Any Authorized Officer of the Authority is hereby authorized and directed to execute and deliver a Continuing Disclosure Agreement with each School District, with such changes, insertions and omissions as

may be approved by said Authorized Officer, said execution being conclusive evidence of such approval.

SECTION 5.06. Execution and Delivery of Documents Necessary for Sale. Any Authorized Officer of the Authority is hereby authorized and directed to execute and deliver any and all documents and instruments, necessary for the sale of the Series 2019-1 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.

ARTICLE VI Miscellaneous

SECTION 6.01. Notices. All notices, consents and approvals required to be given or authorized to be given pursuant to a Financing Agreement shall be in writing and shall be sent by registered or certified mail to the addresses shown below:

(1) As to each of the School Districts at the address set forth in Exhibit C to the Financing Agreement to which it is a party.

(2) As to the Trustee at the address set forth in the Bond Series Certificate.

(3) As to the Authority:

Dormitory Authority of the State of New York
515 Broadway
Albany, New York 12207
Attention: General Counsel

(4) As to the Credit Facility Provider, if any, at the address set forth in the Bond Series Certificate.

SECTION 6.02. When Effective. This Supplemental Resolution 2019-1 shall become effective immediately upon its adoption; *provided, however*, that if, prior to the issuance of the Series 2019-1 Bonds, the Trustee shall receive from or at the direction of the Authority a security deposit in connection with the sale of the Series 2019-1 Bonds or any other funds related to the Series 2019-1 Bonds, then the Trustee's appointment in connection with the Series 2019-1 Bonds shall be deemed to have occurred concurrently with such receipt and all provisions of the Resolution and this Series 2019-1 Resolution relating to the Trustee's duties, obligations and standard of care shall apply as of such date.