

**Resolution No 2014-15: 379**

**APPROVAL OF CLOSING DOCUMENTS FOR ISSUANCE OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY SCHOOL FACILITY REVENUE BONDS (ROCHESTER SCHOOLS MODERNIZATION PROJECT), SERIES 2015**

**By Member of the Board Commissioner Evans**

Whereas, the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) authorizes and provides for the creation of industrial development agencies in the several counties, cities, villages and towns in the State of New York (the “State”); and

Whereas, pursuant to and in accordance with the provisions of the Enabling Act, the County of Monroe Industrial Development Agency (“Agency”) was established by Chapter 55 of the 1972 Laws of New York, as amended (together with the Enabling Act, the “IDA Act”), for the benefit of Monroe County, New York (the “County”) and the inhabitants thereof; and

Whereas, many of the public schools of the City School District of the City of Rochester (“District”) are in need of substantial improvement, renovation and reconstruction in order to improve the quality of education in the City of Rochester (“City”); and

Whereas, pursuant to Chapter 416 of the Laws of 2007 of the State (the “Rochester Schools Act”), a joint schools construction board known as the Rochester Joint Schools Construction Board (the “RJSCB”), consisting of seven appointed voting members and one non-voting member has been established to act as the agent of the City and the District; and

Whereas, pursuant to the Rochester Schools Act and a Cooperative Agreement among the District, the RJSCB and the City, last executed on February 22, 2010, the RJSCB has developed a comprehensive school facilities modernization plan (the “Master Plan”) and the State Comptroller has approved the Master Plan, all as contemplated by Section 5 of the Rochester Schools Act; and

Whereas, the RJSCB has selected 12 existing school building sites for modernization as a first phase of implementation of the Master Plan (the “Phase I Existing Sites Facilities”); and

Whereas, in addition to the Phase I Existing Sites Facilities, the City and the District have acquired or plan to acquire additional ancillary real property for purposes of facilitating the modernization of the Phase I Existing Sites Facilities pursuant to the Master Plan and to facilitate their subsequent use as school buildings (such real property, together with the Phase I Existing Sites Facilities, the “Phase I Facilities”); and

Whereas, the RJSCB has presented the plans and specifications for the modernization and improvement of the Phase I Facilities in accordance with the Master Plan (the “Phase I Projects”) to the Commissioner of Education of the State (the “Commissioner”) for approval as contemplated by Section 6 of the Rochester Schools Act; and

Whereas, the Phase I Projects collectively constitute a “project” within the meaning of the IDA Act by reason of Section 16 of the Rochester Schools Act; and

Whereas, to accomplish the purposes of the IDA Act, the Agency, in response to an application from the RJSCB, acting on behalf of the District and the City, requesting Agency financing for the Phase I Projects, adopted a resolution on December 20, 2011 authorizing the issuance of up to \$325,000,000 of bonds therefor, such Phase I Projects including: Thomas Jefferson High School; Franklin Educational Campus; East High School; Edison Educational Campus; Charlotte High School; James Monroe High School; John Williams High School (School #5); James P.B. Duffy High School (School #12); Enrico Fermi High School (School #17); Henry Hudson High School (School #28); Helen Barrett Montgomery High School (School #50); and World of Inquiry High School (School #58) and made a part hereof; and

Whereas, on June 20, 2012, the Agency issued the its School Facility Revenue Bonds (Rochester Schools Modernization Project), consisting of Series 2012A (Tax-Exempt Bonds) and Series 2012B (Federally Taxable Qualified School Construction Bonds) (collectively, the “Series 2012 Bonds”), to effect the financing of a portion of the Phase I Projects and the cost of issuance of the Series 2012 Bonds, pursuant to a resolution of the Agency and an Indenture of Trust, between the Agency and Deutsche Bank Trust Company Americas, as trustee (“Deutsche Bank”); and

Whereas, the Series 2012 Bonds financed a portion of the Phase I Projects at the following five sites: Franklin High School, Enrico Fermi School #17, HB Montgomery School #50, Charlotte High School and World of Inquiry School #58 (collectively, the “Phase IA Facilities”), which have been or are in the process of being modernized and improved, including implementation of the District-wide technology project at those sites (such modernization of the Phase IA Facilities, the “Phase IA Project”);

Whereas, on June 6, 2013, the Agency issued its School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2013 (the “Series 2013 Bonds”), to effect the financing of a portion of the Phase I Projects and the cost of issuance of the Series 2013 Bonds, pursuant to an Amended and Restated Indenture of Trust dated as of June 1, 2013 and a First Supplemental Indenture of Trust dated as of June 1, 2013, each between the Agency and Deutsche Bank, and a resolution of the Agency; and

Whereas, the Series 2013 Bonds financed (i) a portion of the Phase I Projects at the following five sites: East High School, Edison High School, Henry Hudson School #28, John Williams School #5 and Thomas Jefferson High School (collectively, the “Phase IB Facilities”), which have been or are in the process of being modernized and improved, including implementation of the District-wide technology project at those sites (such modernization of the Phase IB Facilities, the “Phase IB Project”), (ii) the planning, program and design work for the Phase IC Project (as defined below), (iii) portions of the Phase IA Project not financed from the proceeds of the Series 2012 Project, and (iv) additional Phase I Projects or portions thereof which are eligible under the IDA Act and the Rochester Schools Act and to which the Series 2015 Bonds proceeds have been determined by the Agency, the City and the School District to be applied; and

Whereas, a remaining portion of the Phase I Facilities at the following two sites: James P.B. Duffy High School (School #12) and James Monroe High School (collectively, the “Phase IC Facilities”) are to be modernized and improved, including implementation of the District-wide technology project at those sites (such modernization of the Phase IC Facilities, the “Phase IC Project”); and

Whereas, the RJSCB has presented the plans and specifications for the modernization and improvement of the Phase IC Project to the Commissioner of Education of the State (the “Commissioner”) for approval as contemplated by Section 6 of the Rochester Schools Act, and the Commissioner has approved or is expected to approve said plans and specifications; and

Whereas, the Agency will authorize the issuance of the Agency’s School Facility Revenue Bonds (Rochester Schools Modernization Project), Series 2015 (the “Series 2015 Bonds”), to effect the financing of (i) the Phase IC Project, (ii) additional Phase I Projects or portions thereof which are eligible under the IDA Act and the Rochester Schools Act and to which the Series 2015 Bonds proceeds have been determined by the Agency, the City and the School District to be applied, and (iii) costs of issuance of the Series 2015 Bonds (collectively, the “Series 2015 Project”), pursuant to a resolution of the Agency, an Amended and Restated Indenture of Trust (the “Amended and Restated Indenture”) between the Agency and U.S. Bank National Association, as successor trustee (the “Trustee”); and

Whereas, the District and the City have leased, pursuant to a ground lease dated as of June 1, 2012 (the “Ground Lease”), the Phase I Facilities and certain additional property described in the Ground Lease (collectively, the “Ground Lease Facilities”) to the Agency; and

Whereas, the District and the City have subleased the Ground Lease Facilities from the Agency, pursuant to a Sublease Agreement dated June 1, 2012, as amended and restated on June 1, 2013, and which is to be further amended and restated as of January 1, 2015 (the “Amended and Restated Sublease Agreement”); and

Whereas, payments to be made by the District under the Amended and Restated Sublease Agreement are expected to be sufficient to pay principal and interest on the Series 2015 Bonds, the Series 2013 Bonds and the Series 2012 Bonds (collectively, the “Bonds”); and

Whereas, the District and the City have entered into a State Aid Trust Agreement, dated as of June 1, 2012 (the “State Aid Trust Agreement”) with Deutsche Bank as the trustee and the depository agent, which is to be amended and restated as of January 1, 2015 to name U.S. Bank National Association, as successor depository bank (the “Depository Bank”), 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 (as defined in the Amended and Restated Indenture) toward payment of the Bonds, and the balance to the General Fund (as defined therein); and

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

Whereas, the Series 2015 Bonds will be marketed pursuant to a Preliminary Official Statement and an Official Statement containing certain information relating to the Agency, the District, the City and the RJSCB, and will be sold pursuant to a contract of purchase; and

Whereas, the respective counsels to the Agency, 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 2015 Bonds (collectively, the “Transaction Documents”):

1. Amended and Restated Indenture of Trust between the Agency and the Trustee;
2. Second Supplemental Indenture of Trust between the Agency and the Trustee;

3. Amended and Restated Sublease Agreement between the Agency, as lessor, and the District and the City, as lessees;
4. Amended and Restated State Aid Trust Agreement between the School District, the City, the Depository Bank, and the Trustee;
5. Preliminary Official Statement and an Official Statement with respect to the offering of the Series 2015 Bonds;
6. Purchase Contract between the Underwriter, the Agency and the District;
7. Continuing Disclosure Agreement between the District and the Trustee; and

Whereas, the Agency is expected to adopt a resolution authorizing the issuance by the Agency of the Series 2015 Bonds and the execution and delivery of the Transaction Documents as defined herein; and

Whereas, the City is expected to adopt a resolution authorizing the issuance by the Agency of the Series 2015 Bonds and the execution and delivery of the Transaction Documents as defined herein; and

Whereas, the RJSCB is expected to adopt a resolution authorizing the issuance by the Agency of the Series 2015 Bonds and an acknowledgement of the execution and delivery of the Transaction Documents as defined herein; and

THEREFORE, BE IT:

Resolved, that the District hereby approves the issuance by the Agency of the Series 2015 Bonds in the maximum principal amount of \$55,000,000 pursuant to the Amended and Restated Indenture and the Second Supplemental Indenture, drafts of which have been provided to the District; and be it further

Resolved, that the President of the Board of Education, or, in his absence, his duly appointed designees (individually and collectively, the "Authorized Officer") is authorized on behalf of the District to approve, execute and deliver documents necessary to facilitate the financing of the Series 2015 Project, including without limitation any Transaction Documents which are to be executed by the District (the "District Documents"), drafts or descriptions of which have been provided to the District; and be it further

Resolved, that each of the District Documents provided to the District is approved with such subsequent modifications as the Authorized Officer shall determine to be in the public interest and appropriate to the achievement of the purpose hereof, such determination to be deemed conclusive and shall be evidenced by the execution of such District Documents by the Authorized Officer; and be it further

Resolved, that the Authorized Officer is authorized to take any such other action and to execute any other documents or certificates (including without limitation one or more Tax Certificate(s)) on behalf of the District as the Authorized Officer shall determine to be in the public interest and appropriate to facilitate the issuance of the Series 2015 Bonds; and be it further

Resolved, that the Authorized Officer is authorized on behalf of the District to enter into such agreements and execute such certificates and documents as may be appropriate to facilitate the completion of the Series 2015 Project; and be it further

Resolved, that the final executed versions of the District Documents and any other document or certificate executed by the Authorized Officer shall be promptly delivered to the Board of Education and copies of the Transaction Documents executed shall be filed in the office of the General Counsel of the District; and be it further

Resolved, that the Underwriter, is authorized to distribute the Preliminary Official Statement and the final Official Statement with respect to the offering and sale of the Series 2015 Bonds, the forms of which will be satisfactory to the Authorized Officer; and be it further

Resolved, that the prior District resolutions are hereby ratified and confirmed by this Resolution; and be it further

Resolved, that this Resolution shall take effect immediately.

**Seconded by Member of the Board Commissioner Powell  
Adopted 5-0 with Vice President Elliott and Commissioner Campos absent**

**GOALS & OBJECTIVES:** <http://intranet/sites/controls/RP/default.aspx>

<b>Goal 1: Student Achievement and Growth: We will ensure that each of our students is academically prepared to succeed in college, life and the global economy.</b>	
<b>Objective A</b>	Implement the Common Core curriculum.
<b>Objective B</b>	Implement Teacher Leader Evaluation/APPR.
<b>Objective C</b>	Meet New York State requirements as a “Focus District.”
<b>Objective D</b>	Increase our focus on college and/or career readiness.
<b>Objective E</b>	Increase time on task for students through attendance maximization, extended learning programs and expanded school calendar.
<b>Objective F</b>	Align professional learning opportunities for staff with student achievement goals, with an emphasis on multi-cultural responsiveness.
<b>Goal 2: Parental, Family and Community Involvement: We will engage and collaborate with all our stakeholders, to hold ourselves collectively accountable for our students’ success.</b>	
<b>Objective A</b>	Provide parents/guardians with diverse opportunities for active family participation in their student’s education.
<b>Objective B</b>	Design and implement multiple models for businesses, faith communities, the City, colleges and community-based organizations to help us improve the quality and quantity of instructional delivery.
<b>Objective C</b>	Work collaboratively our partners to increase the time devoted to literacy.
<b>Goal 3: Communication and Customer Service: We will continually inform and seek input from parents, students, staff and members of the Rochester community, to continuously improve the quality of our instructional programs and operations</b>	
<b>Objective A</b>	Adopt operational standards, practices and business processes to improve our levels of customer service and transparency.
<b>Objective B</b>	Improve the timeliness and customer-focus of our responses to complaints and service requests.
<b>Objective C</b>	Provide safer, more positive and nurturing learning environments that maximize student achievement and staff success.
<b>Goal 4: Effective and Efficient Allocation of Resources: We will stabilize our finances, fund our priorities, and focus resources on significantly improving student achievement.</b>	
<b>Objective A</b>	Eliminate the projected budget gap and prepare a 5-year plan to address the structural gap.
<b>Objective B</b>	Improve the efficiency of Central Office staff and administrative / support functions throughout the District.
<b>Objective C</b>	Reduce administrative and consultant expense.
<b>Objective D</b>	Negotiate collective bargaining agreements to moderate the increase in cost of employee salaries, wages, overtime, additional pay, health care, other benefits, time off and substitute pay.
<b>Objective E</b>	More effectively use space to control facilities’ capital and leased costs.
<b>Objective F</b>	Oversee the renovation/replacement/reuse/parental choice of facilities to better meet student needs.
<b>Objective G</b>	Allocate and align staffing with school building needs, curriculum needs and state mandates.
<b>Objective H</b>	Align financial resources to implement instructional strategies that improve student outcomes based on a consideration of value.
<b>Goal 5: Management Systems: We will improve the efficiency and effectiveness of management systems that impact operations of Central Office and our schools, to facilitate the accomplishment of all goals and objectives.</b>	
<b>Objective A</b>	Design and implement information systems that shift our focus from intervention to prevention of student achievement challenges.
<b>Objective B</b>	Support school efforts to meet Common Core standards of excellence for curriculum, extra-curricular and physical environments.
<b>Objective C</b>	Design and implement standards of excellence for the recruitment, development and retention of a highly effective and diverse staff.
<b>Objective D</b>	Evaluate current IT system and software to ensure optimal use of capacity and ease of customer interface.