

LEASE PURCHASE FINANCING RESOLUTION

At a regular meeting of the Board of Education of the Board of Cooperative Educational Services for the Sole Supervisory District of St. Lawrence and Lewis Counties, New York, held in Canton, New York, on the 13th day of January, 2022, at __:__ o'clock P.M., Prevailing Time.

The meeting was called to order by _____, and upon roll being called, the following were

PRESENT:

ABSENT:

The following resolution was offered by _____, who moved its adoption, seconded by _____, to wit:

RESOLUTION DATED JANUARY 13, 2022

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A
LEASE PURCHASE AGREEMENT FOR THE PURPOSE OF FINANCING
CAPITAL IMPROVEMENTS IN CONNECTION WITH AN ENERGY
PERFORMANCE CONTRACT

WHEREAS, all conditions precedent to the financing of the capital project hereinafter described, including compliance with the provisions of the State Environmental Quality Review Act, have been performed; and

WHEREAS, the Board of Cooperative Educational Services for the Sole Supervisory District of St. Lawrence and Lewis Counties, New York (the "BOCES") has heretofore entered into an energy performance contract (the "EPC") with Day Automation Systems, Inc. ("Day"), which EPC was not executory until approval by the State Commissioner of Education, which has since been granted, for the installation and upgrade of certain equipment, including lighting retrofit/replacement, lighting controls, building energy management system upgrades, optimum start sequencing improvements, and other energy efficiency improvements as further described in the Scope of Work attached to said EPC, including original equipment, machinery, apparatus, appurtenances and incidental improvements and expenses in connection therewith for a total maximum estimated cost, of not to exceed \$1,436,617 (the "Project"); and

WHEREAS, to finance the cost of the Project, the BOCES determined to seek proposals from parties interested in acting as lessor in a fifteen-year energy performance contract lease purchase agreement as authorized and defined under Article 9 of the Energy Law, and Section 109-b of the General Municipal Law with lease payments to be made on a semi-annual basis; and

WHEREAS, the BOCES has solicited proposals by written request for the financing of the Project and, as a result thereof, has determined to select Mills Capital Partners, LLC (the "Lessor") to undertake the financing of the Project; and

WHEREAS, the BOCES has received the requisite approvals of the State Department of Education for the Project; and

WHEREAS, it is now desired to approve the financing of this Project, at a maximum estimated cost of \$1,436,617 and to authorize execution of an equipment lease purchase agreement (“LPA”) with the Lessor;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. The Board of Education hereby accepts the proposal of Mills Capital Partners, LLC to serve as Lessor, and approves of said Lessor to serve as the provider of financing in the amount of \$1,436,617 (the “Principal Amount”) at an interest rate of 2.180 per centum per annum for the aforescribed Project as Lessor of the LPA therefor, subject to counsel approval of all documentation in connection therewith.

Section 2. The BOCES hereby determines that it has critically evaluated the financing alternatives available to it pursuant to the requirements of Title 2 Part 39 of the New York Codes, Rules and Regulations (“NYCRR”) Section 39.2 and that entering into the LPA and financing the Project thereby is in the best interests of the BOCES as the LPA results in a lower overall cost thereof to the BOCES.

Section 3. The aggregate original principal amount of the LPA shall not exceed the Principal Amount and shall bear interest as set forth in the LPA and the LPA shall contain such options to purchase the Project by the BOCES as set forth therein.

Section 4. In accordance with paragraph (f) of subdivision 2 of Section 109-b of the General Municipal Law, the BOCES’s obligation under the LPA shall be subject to annual appropriation by the Board of Education of the BOCES as set forth in the LPA and the BOCES’s

obligation under the LPA shall not constitute a general obligation of the BOCES nor constitute indebtedness under the Constitution or laws of the State of New York.

Section 5. It is hereby determined that the Project is a class of objects or purposes described in subdivision 97 of paragraph (a) of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of said class of objects or purposes is thirty years, calculated from the date of issuance of the LPA. This determination shall be conclusive upon the effective date of the LPA. Pursuant to paragraph 1 of Section 9-103 of the Energy Law of the State of New York, the BOCES is authorized to enter into energy performance contracts of up to thirty-five years duration, limited by the reasonably expected useful life of the object or purpose subject to such energy performance contract, and pursuant to Title 8, Part 155 of NYCRR, Section 155.20, the BOCES is authorized to enter energy performance contracts of not to exceed the lesser of eighteen years or the useful life of the equipment being installed.

Section 6. It is therefore hereby further determined the term of the LPA authorized by this resolution will be less than eighteen years, which is less than the reasonably expected aggregate average useful life of the objects or purposes subject to the EPC and does not exceed the term of the EPC in accordance with the requirements of Education Law Section 3602(6)(i)(5)(i).

Section 7. The President of the Board of Education, as chief fiscal officer of the BOCES, is hereby authorized, on behalf of the BOCES, to execute an LPA with the Lessor in a form reviewed and approved by counsel to the BOCES in order to finance the Project described in the preambles hereof substantially in the form attached hereto as Exhibit A and hereby made a part hereof. The President of the Board of Education is hereby further authorized to execute and deliver such additional documents, certificates, undertakings, agreements or other instruments as

the President of the Board of Education, with advice of counsel, may deem necessary or appropriate in connection therewith and do and cause to be done any and all acts and things necessary or appropriate for carrying out the transaction contemplated hereby.

Section 8. The President of the Board of Education is hereby further authorized, with the advice of counsel, if so required, to execute and deliver such agreements with a bank or trust company located and authorized to do business in New York State and in a form reviewed and approved by counsel for the BOCES to serve as escrow agent for the proceeds of the LPA, including amendments thereto, as may be necessary, in order to effectuate the financing of the Project.

Section 9. This resolution shall constitute a statement of official intent for purposes of Treasury Regulations Section 1.150-2. Other than as specified in this resolution, no monies are, or are reasonably expected to be, reserved, allocated on a long-term basis, or otherwise set aside with respect to the permanent funding of the Project described herein.

Section 10. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to a vote on roll call, which resulted as follows:

_____ VOTING _____
_____ VOTING _____
_____ VOTING _____
_____ VOTING _____
_____ VOTING _____
_____ VOTING _____
_____ VOTING _____
_____ VOTING _____
_____ VOTING _____

The resolution was thereupon declared duly adopted.

* * * * *

CERTIFICATION FORM

STATE OF NEW YORK)
) ss.:
COUNTY OF ST. LAWRENCE)

I, the undersigned Clerk of Board of Cooperative Educational Services for the Sole Supervisory District of St. Lawrence and Lewis Counties, New York, (the "Issuer"), DO HEREBY CERTIFY:

- 1) That a meeting of the Issuer was duly called, held and conducted on the 13th day of January, 2022.
- 2) That such meeting was a **special** **regular** (circle one) meeting.
- 3) That attached hereto is a proceeding of the Issuer which was duly adopted at such meeting by the Board of the Issuer.
- 4) That such attachment constitutes a true and correct copy of the entirety of such proceeding as so adopted by said Board.
- 5) That all members of the Board of the Issuer had due notice of said meeting.
- 6) That said meeting was open to the general public in accordance with Section 103 of the Public Officers Law, commonly referred to as the "Open Meetings Law".
- 7) That notice of said meeting (the meeting at which the proceeding was adopted) was given **PRIOR THERETO** in the following manner:

PUBLICATION (here insert newspaper(s) and date(s) of publication)

POSTING (here insert place(s) and date(s) of posting)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Issuer this _____ day of January, 2022.

(CORPORATE SEAL)

BOCES Clerk

EXHIBIT A

Equipment Lease Purchase Agreement between the Board of Cooperative Educational Services for the Sole Supervisory District of St. Lawrence and Lewis Counties, New York and Mills Capital Partners, LLC including Lease Schedule and Payment Schedule.