



SPECIAL MEETING AGENDA

The Farmworkers Institute of Education and Leadership Development, Inc FIELD BOARD OF DIRECTORS

Location: Farmworkers Institute of Education & Leadership Development
FIELD CTE Operations Center
2240 S. Union Ave
Bakersfield, CA 93307

Zoom Meeting/Teleconference Location:

<https://us02web.zoom.us/j/89433939914>

By phone (669) 444-9171 **Meeting ID:** 894 3393 9914

Wednesday, November 29, 2023 at 12:30 pm

NOTE: In compliance with the Americans with Disabilities Act if you need special assistance to participate in the meeting, please contact us 48 hours prior to the meeting.

ON THE WEB: Agendas may be viewed at www.farmworkerinstitute.org

1. MEETING CALLED TO ORDER:

2. ESTABLISH A QUORUM:

Roll Call:

David Villarino	Dr. Nora Dominguez
Dr. Mark Martinez	Ines De Luna
Nadia Villagran	Greg Cervantes
Oscar Gonzales	

Nonvoting:

Patrick Pine, Secretary
Michael Gomez, Treasurer
John C. Lemmo, General Counsel

Staff Present:

Maria Rawls
Susana Navarro-Llamas

3. SALUTE TO THE FLAG / FARMWORKER POEM

4. ADOPTION OF THE AGENDA

5. OPEN PUBLIC FORUM

It is appropriate for the public to address the FIELD Board regarding items of public interest within the jurisdiction of the board before or during the Board's consideration of the items. Time allowed may be limited to three minutes per item. If a large number wishes to speak on a specific item, the board may limit total input to 30 minutes on any item. Individuals or groups may address the board on items not listed on the agenda; however, no action can or will be taken on the unlisted items.

Further, Education Code §35145.5 also establishes the right of the public to place items on the agenda directly relating to business of the FIELD Board of Directors. Agenda requests must be made in writing ten days prior to board meetings.

In accordance with the law, the public and Board are hereby given notice that a tape recording of today's meeting is being made. This recording is to assist in the completion of the minutes. It is NOT a transcript of the meeting and may be disposed of in 30 days. The official transcript of this meeting will continue to be the adopted minutes.

6. CLOSE PUBLIC FORUM

7. CLOSED SESSION

The board may call for a closed session to discuss confidential personnel matters, potential litigation, or other matters allowed under the Brown Act.

8. OPEN SESSION

9. APPROVAL OF THE CONSENT AGENDA:

All consent agenda items for the FIELD BOARD OF DIRECTORS are considered to be routine and will be enacted by one motion unless a board member requests separate action on a specific item. Approval recommended on all items listed:

- a) Approval of Minutes from September 6, 2023*
- b) Approval of Minutes from October 20 & 21, 2023*

10. REPORTS: THE BOARD MAY, IF TIME PERMITS, TAKE BOARD REPORTS AND SUPERINTENDENT'S REPORT AT ANY TIME DURING THE MEETING AND NOT AT A SPECIFIC TIME.

There is very limited board discussion, between the board, except to ask questions or refer matters to staff, and no action will be taken unless listed elsewhere on the agenda or on a subsequent agenda.

11. INFORMATION ITEMS:

1. David Villarino - President CEO

- a) Moses Neal to replace Trudy Gerald as board director of FIELD Enterprises

2. Maria Rawls - FIELD Advancement

- a) FIELD-NMTC transaction resolutions

12. OLD BUSINESS:

13. NEW BUSINESS:

FIELD:

- 1. **Action Item:** Shall the FIELD Board of Directors approve to remove and replace Trudy Gerald with Moses Neal as Director of FIELD Enterprises?
- 2. **Action Item:** Shall the FIELD Board of Directors approve the updated FIELD-NMTC transaction resolutions?

14. ADJOURNMENT:

Next Meeting Date: Regularly Scheduled FIELD Board Meeting; Saturday, March 9, 2024 time and location to be determined.

This Special Meeting Agenda was posted at least 24 hours in advance of the meeting at FIELD, CTE Operations Center, 2240 S. Union Ave. Bakersfield, CA 93307 online on the website, and at the meeting location.



SPECIAL BOARD MEETING MINUTES

The Farmworkers Institute of Education and Leadership Development, Inc FIELD BOARD OF DIRECTORS

Location: Farmworkers Institute of Education & Leadership Development
FIELD CTE Operations Center
2240 S. Union Ave
Bakersfield, CA 93307

Teleconference Locations:
505 City Parkway West, Orange, CA 92868

Zoom Meeting/Teleconference Location:
<https://us02web.zoom.us/j/88416702125>
By Phone (669) 900-9128 Meeting ID: 884 1670 2125

Wednesday, September 6, 2023 at 11:45 am

NOTE: In compliance with the Americans with Disabilities Act if you need special assistance to participate in the meeting, please contact us 48 hours prior to the meeting.

ON THE WEB: Agendas may be viewed at www.farmworkerinstitute.org

1. MEETING CALLED TO ORDER: *Mr. Villarino called the meeting order at 11:52am*

2. ESTABLISH A QUORUM: *Quorum was established 11:53am*

Roll Call:

David Villarino (<i>present</i>)	Dr. Nora Dominguez (<i>present</i>)
Dr. Mark Martinez (<i>present</i>)	Dr. Jesse Ortiz (<i>not present</i>)
Ines De Luna (<i>present</i>)	Nadia Villagran (<i>not present</i>)
Greg Cervantes (<i>present</i>)	

Nonvoting:

Patrick Pine, Secretary (*present*)
Michael Gomez, Treasurer (*present by video conference*)
John C. Lemmo, General Counsel (*not present*)

Staff Present:

Rosa Ruelas (*present*) Carolina Martinez (*present*)
Susana Navarro-Llamas (*present*)

3. SALUTE TO THE FLAG / FARMWORKER POEM

Chair dispensed with the Salute to the flag/Farmworker Poem

4. ADOPTION OF THE AGENDA

Mr. Villarino asked everyone to review the agenda, there were no comments. Chair entertained a motion to adopt the Agenda for FIELD. Greg Cervantes moved, Ines DeLuna seconded. There was no discussion and the motion was approved unanimously.

5. OPEN PUBLIC FORUM

It is appropriate for the public to address the FIELD Board regarding items of public interest within the jurisdiction of the board before or during the Board's consideration of the items. Time allowed may be limited to three minutes per item. If a large number wishes to speak on a specific item, the board may limit total input to 30 minutes on any item. Individuals or groups may address the board on items not listed on the agenda; however, no action can or will be taken on the unlisted items.

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- *Mr. Villarino opened the public forum at 11:54am He asked if there were any comments by the public. There were none.*

6. CLOSE PUBLIC FORUM

- *Public forum closed at 11:55am*

7. CLOSED SESSION

The board may call for a closed session to discuss confidential personnel matters, potential litigation, or other matters allowed under the Brown Act.

- *No Items for Closed Session*

8. OPEN SESSION

Open session resumed at 11:56 am

9. APPROVAL OF THE CONSENT AGENDA:

All consent agenda items for the FIELD BOARD OF DIRECTORS are considered to be routine and will be enacted by one motion unless a board member requests separate action on a specific item. Approval recommended on all items listed:

- *No meeting Minutes for board approval*

10. REPORTS: THE BOARD MAY, IF TIME PERMITS, TAKE BOARD REPORTS AND SUPERINTENDENT'S REPORT AT ANY TIME DURING THE MEETING AND NOT AT A SPECIFIC TIME.

There is very limited board discussion, between the board, except to ask questions or refer matters to staff, and no action will be taken unless listed elsewhere on the agenda or on a subsequent agenda.

11. INFORMATION ITEMS:

1. David Villarino - President CEO

- a. Revised Quarterly Board Meeting Dates for Fiscal Year 2023-2024
- b. FIELD Enterprises Articles of Incorporation
- c. Revised EEO Policy
- d. RLC36 End of Cycle Report
- e. OSY Grant Agreement

Mr. Villarino shared and discussed the following documents with the board of directors. The Revised Quarterly Board Meeting Dates for Fiscal Year 2023-2024, FIELD Enterprises Articles of Incorporation, Revised EEO Policy, RLC36 End of Cycle Report, and OSY Grant Agreement.

12. OLD BUSINESS:

- *No old business*

13. NEW BUSINESS:

FIELD:

1. **Action Item:** Shall the FIELD Board of Directors approve Revised Quarterly Board Meeting Dates for Fiscal Year 2023-2024?
Chair entertained a motion to approve the Revised Quarterly Board Meeting Dates for Fiscal Year 2023-2024. Greg Cervantes moved, Ines de Luna seconded the motion. Item discussed during Information Items, item was approved unanimously.

2. **Action Item:** Shall the FIELD Board of Directors approve FIELD Enterprises Articles of Incorporation?
Chair entertained a motion to approve FIELD Enterprises Articles of Incorporation. Greg Cervantes moved, Ines de Luna seconded the motion. Item discussed during Information Items, item was approved unanimously.

3. **Action Item:** Shall the FIELD Board of Directors approve the revised EEO Policy?
Chair entertained a motion to approve the revised EEO Policy. Greg Cervantes moved, Ines de Luna seconded the motion. Item discussed during Information Items, item was approved unanimously.

4. **Action Item:** Shall the FIELD Board of Directors approve RLC36 End of Cycle Report?
Chair entertained a motion to approve the RLC36 End of Cycle Report. Greg Cervantes moved, Ines de Luna seconded the motion. Item discussed during Information Items, item was approved unanimously.

5. **Action Item:** Shall the FIELD Board of Directors approve OSY Grant Agreement?
Chair entertained a motion to approve the OSY Grant Agreement. Greg Cervantes moved, Ines de Luna seconded the motion. Item discussed during Information Items, item was approved unanimously.

14. ADJOURNMENT:

Chair entertained a motion to adjourn the meeting. Ines DeLuna moved, Nora Dominguez seconded. There was no further business for discussion, motion approved unanimously. Meeting adjourned at 12:17pm.

Next Meeting Date: Regularly Scheduled FIELD Board Meeting; Saturday, October 21 , 2023 time and location to be determined.

This Special Meeting Agenda was posted at least 24 hours in advance of the meeting at FIELD, CTE Operations Center, 2240 S. Union Ave. Bakersfield, CA 93307 online on the website, and at the meeting location.



The Farmworkers Institute of Education and Leadership Development, Inc
FIELD BOARD OF DIRECTORS QUARTERLY MEETING
MINUTES

Location:
Center for Volunteer and Nonprofit Services
433 Soscol Ave., Suite A100
Napa, CA 94559

Teleconference Locations:

Zoom Meeting/Teleconference Location:
<https://us02web.zoom.us/j/82381829217>
By Phone (669) 900-9128 Meeting ID: 823 8182 9217

Friday, October 20, 2023 at 1 pm
Saturday, October 21, 2023 at 9am

- I. **Friday - 1 pm-4:30pm** FIELD Quarterly Board Meeting
- II. **Saturday - 9am-1:30 pm** Long Term Vision/Strategic Plan

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ON THE WEB: Agendas may be viewed at www.farmworkerinstitute.org

1. MEETING CALLED TO ORDER: *Secretary Patrick Pine called the meeting to order at 1:10 pm*

2. ESTABLISH A QUORUM: *Secretary Patrick Pine established quorum at 1:11 pm*

Roll Call:

David Villarino <i>(present)</i>	Dr. Nora Dominguez <i>(present)</i>
Dr. Mark Martinez <i>(present)</i>	Dr. Jesse Ortiz <i>(present)</i>
Ines De Luna <i>(present)</i>	Nadia Villagran <i>(not present)</i>
Greg Cervantes <i>(not present)</i>	

Nonvoting:

Patrick Pine, Secretary <i>(present)</i>	Michael Gomez, Treasurer <i>(not present)</i>
John C. Lemmo, General Counsel <i>(present, joined through Zoom)</i>	

Staff Present:

Rosa Ruelas (*present, joined through Zoom*) Vanessa Gutierrez (*present, joined through Zoom*)
Adonis Galarza (*present, joined through Zoom*) Susana Navarro-Llamas (*present*)

3. SALUTE TO THE FLAG / FARMWORKER POEM

Farmworker Poem was recited by Ines De Luna

4. ADOPTION OF THE AGENDA

Mr. Villarino asked everyone to review the agenda, there were no comments. Chair entertained a motion to adopt the Agenda for FIELD. Nora Dominguez moved, Mark Martinez seconded the motion. There was no discussion and the motion was approved unanimously.

5. OPEN PUBLIC FORUM

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- *Mr. Villarino opened the public forum at 1:15pm. He asked if there were any comments by the public. There were none.*

6. CLOSE PUBLIC FORUM

- *Public forum closed at 1:18 pm*

7. CLOSED SESSION

The board may call for a closed session to discuss confidential personnel matters, potential litigation, or other matters allowed under the Brown Act.

No closed session

8. OPEN SESSION

Open session resumed at 1:18 pm

9. APPROVAL OF THE CONSENT AGENDA:

All consent agenda items for the FIELD BOARD OF DIRECTORS are considered to be routine and will be enacted by one motion unless a board member requests separate action on a specific item. Approval recommended on all items listed:

- a) Approval of Minutes from June 24, 2023*
- b) Approval of Minutes from August 16, 2023*

Mr. Villarino asked the Board Members to review Minutes from June 24, 2023 & August 16, 2023 . Chair entertained a motion to approve the minutes, Ines DeLuna moved, Nora Dominguez seconded. There was no discussion, motion approved unanimously.

10. REPORTS: THE BOARD MAY, IF TIME PERMITS, TAKE BOARD REPORTS AND SUPERINTENDENT'S REPORT AT ANY TIME DURING THE MEETING AND NOT AT A SPECIFIC TIME.

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11. INFORMATION ITEMS:

1. David Villarino - President CEO

- a. Plans and Outcomes
 - b. Water Coalition Presentation
 - c. Provisional Policy Modificacion "intern"
 - d. Child Care funding License Resolution for California City, Yuba City & Bakersfield, CA Locations
 - e. Jesse Ortiz Requested for Resignation from FIELD Board of Directors
 - f. Oscar Gonzales, FIELD Board Trustee Applicant
 - g. Long Term Vision/Strategic Plan
-
- *Mr. Villarino introduced Susan Kennedy, Executive Chairman of Cadiz, Inc, water solutions company. Cadiz is partnering with FIELD on a number of efforts including some ag tech curriculum development for your career tech program.*
 - *Mr. Martin Ludlow, President/CEO of Bridge Street, Inc. was also introduced to the board and shared the Groundswell Water for Justice presentation with our Board of Directors.*
 - *The Child Care funding License Resolutions where presented to the board for the purpose of applying for a child care license for Bakersfield, Yuba City and California City sites and to approve the resolution authorizing continued Child Care funding application to the CDE for FY 2024-2025*
 - *Dr. Jesse Ortiz formally gave his resignation to continue as a board Director, Mr. Villarino asked our board to review Oscar Gonzales' resume for approval to join our board.*
 - *Our long term vision, strategic planning, succession plan, and the future structure of FIELD were extensively discussed with the board of Directors.*

Rosa Ruelas - Financial Management

a. Financials

Rosa Ruelas, Accounting Manager shared FIELD's Balance Sheet through September 30, 2023. FIELD's Balance Sheet reflects total Assets of \$11, 819,844 total Liabilities of \$3,282,764 with a rollover fund balance of \$9,778,634. Total Liabilities and Net Assets reflect \$11,819,846.

The combined Revenue and Expense Statement reflects actuals through Fiscal year thru period ending 10/31/20223. Our Apportionment is 383 ADA we budgeted 413 ADA.

Total revenue is \$3,947,400 budget \$3,754,694 with a variance of \$192,706

Total Expenditure \$5,262,281 budget was \$5,351,226 with a variance of \$88,946

Excess Revenue over (under) Expenditures Actual (\$1,314,881) Budget (\$1,596,532) with a variance of \$281,651.

2. Vanessa Gutierrez - Director, Student Services

a. Operations Reports

Vanessa Gutierrez, Director of Student Services gave a thorough report of all operations report which included; Educational Services, Student Services, ESL, CTE, Strategic Initiatives, Cesar Chavez Conservation Corps and Workforce Development.

3. Maria Rawls - FIELD Advancement

a. FIELD-NMTC Closing Resolutions

Maria Rawls, shared the FIELD-NMTC closing resolutions with the board directors.

Alison Paige from Capital Consulting presented and reviewed the NMTC Account Flowchart & Overall NMTC Deal Diagram with the board.

12. OLD BUSINESS:

13. NEW BUSINESS:

FIELD:

1. **Action Item:** Shall the FIELD Board of Directors approve the resolutions for the purpose of applying for a child care license for Bakersfield, Yuba City and California City sites?

Chair entertained a motion to approve the resolutions for the purpose of applying for a child care license for Bakersfield, Yuba City and California City sites. Mark Martinez moved, Jessy Ortiz seconded. Item discussed during information Items, motion was approved unanimously.

2. **Action Item:** Shall the FIELD Board of Directors approve the resolution authorizing continued Child Care funding application to the CDE for FY 2024-2025?

Chair entertained a motion to approve the resolution authorizing continued Child Care funding application to the CDE for FY 2024-2025. Ines DeLuna moved, Nora Dominguez seconded. Item discussed during information Items, motion was approved unanimously.

3. **Action Item:** Shall the FIELD Board of Directors approve the Initial Draft of the FIELD-NMTC Transaction Resolution(s) and consent to final board approval via Unanimous Written Consent?

Chair entertained a motion to approve the Initial Draft of the FIELD-NMTC Transaction Resolution(s) and consent to final board approval via Unanimous Written Consent. Mark Martinez moved, Jesse Ortiz seconded. Item discussed during information Items, motion was approved unanimously.

4. **Action Item:** Shall the FIELD Board of Directors approve Oscar Gonzales as a member of the Board?

Chair entertained a motion to approve Oscar Gonzales as a member of the Board. Mark Martinez moved, Jesse Ortiz seconded. Item discussed during information Items, motion was approved unanimously.

14. ADJOURNMENT:

Chair entertained a motion to adjourn the meeting. Ines DeLuna moved, Nora Dominguez seconded. There was no further business for discussion, motion approved unanimously. Meeting adjourned at 1:30pm October 21, 2023.

Next Meeting Date: Regularly Scheduled FIELD Board Meeting; Saturday, December 8, 2023 time and location to be determined.

This Quarterly Meeting Agenda was posted at least 72 hours in advance of the meeting at Center for Volunteer and Nonprofit Services, 433 Soscol Ave., Suite A100, Napa, CA 94559 online on the website, and at the meeting location.

**FARMWORKERS INSTITUTE FOR EDUCATION AND LEADERSHIP DEVELOPMENT, INC.,
a California nonprofit public benefit corporation**

SECRETARY'S CERTIFICATE

I, Patrick Pine, Secretary of Farmworkers Institute of Education and Leadership Development, Inc., a California nonprofit public benefit corporation (the "**Corporation**"), hereby certify that attached hereto is a true, correct and complete copy of the resolutions of the Board of Directors of the Corporation ("**Board**"); such resolutions have not been amended, modified or rescinded and remain in full force and effect; and such resolutions are the only resolutions of the Board relating to the transactions described therein.

IN WITNESS WHEREOF, I have hereunto signed my name.

Dated: November 29, 2023



Patrick Pine, Secretary

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
FARMWORKERS INSTITUTE FOR EDUCATION AND LEADERSHIP DEVELOPMENT, INC.,
a California nonprofit public benefit corporation**

The Board of Directors (the “**Board**”) of Farmworkers Institute of Education and Leadership Development, Inc., a California nonprofit public benefit corporation (the “**Corporation**”), pursuant to requisite authority, does hereby take the following actions, and authorizes, approves and agrees to the adoption of the following resolutions:

WHEREAS, the Corporation’s purpose is to promote the economic and social prosperity of Latinos and other low-income individuals and their families, through education, leadership development, economic endeavors, and strategic partnerships, pursuant to those certain Amended and Restated By-Laws of the Corporation;

WHEREAS, the Corporation wishes to finance and refinance the acquisition, ownership and rehabilitation of certain real property located at 2240 S Union Ave, Bakersfield, CA 93307 (the “**Property**”) and the operation of the Career Technical Education Center, EPIC Charter High School, Corps Programs and other programs located thereon (collectively, the “**Project**”), through financing subsidized in part by federal New Markets Tax Credits under Section 45D of the Internal Revenue Code (the “**Code**”) (collectively, the “**Transaction**”);

WHEREAS, the Corporation intends to undertake the Project in a manner such that it qualifies as a “qualified active low-income community business”, also known as a “QALICB”, under the “portions of business” rule (as each term is defined in Section 45D of the Code) and will maintain separate books and records for the portion of its operations comprised of the Project (the “**Portion**”), pursuant to that certain Operating Policy of the Corporation (the “**Operating Policy**”);

WHEREAS, in connection with the Transaction, the Corporation has formed FIELD Enterprises, a California nonprofit public benefit corporation (“**FIELD Enterprises**”), for the purpose of acting as a supporting organization of the Corporation, in furtherance of the Corporation’s charitable and educational mission;

WHEREAS, in connection with the Transaction, as part of initializing FIELD Enterprises’ operations, the Corporation intends to make a donation to FIELD Enterprises in the approximate amount of \$2,311,334 (the “**First Tranche Donation**”) and a donation to FIELD Enterprises in the approximate amount of \$6,406,766 (the “**Second Tranche Donation**” and together with the First Tranche Donation, the “**Donation**”), pursuant to a Donation Agreement, by and between the Corporation and FIELD Enterprises (the “**Donation Agreement**”), and such other documents as may be required to facilitate the Donation (collectively, the “**Donation Documents**”);

WHEREAS, in connection with the Transaction, FIELD Enterprises will use the proceeds of the First Tranche Donation to make the first tranche of the leverage loan to FIELD NMTC Investment Fund, LLC, a Delaware limited liability company (the “**Investment Fund**”), in the aggregate approximate principal amount of \$8,718,100 (the “**Leverage Loan**”), which Leverage Loan is to be made in two tranches pursuant to that certain Fund Loan Agreement between FIELD Enterprises and Investment Fund and related documents, including, without limitation a

Security and Pledge Agreement and a Promissory Note (collectively, the “**Leverage Loan Documents**”);

WHEREAS, in connection with the Transaction, the Investment Fund will use (a) the proceeds of the first tranche of the Leverage Loan, and (b) equity contributions from Wells Fargo Community Investment Holdings, LLC, a Delaware limited liability company (the “**Investor**”), in the aggregate approximate principal amount of \$9,688,666, of which approximately \$5,804,266 will be bridge equity (the “**Bridge Equity**”), to pay certain fees and make a qualified equity investment in the amount of \$12,000,000 in CSCDC 23 LLC, a California limited liability company (the “**Sub-CDE**”), which the Sub-CDE will use to make certain loans to the Corporation in the aggregate approximate principal amount of \$12,000,000 (the “**QLICI Loans**”);

WHEREAS, in connection with the Transaction, the Corporation (through the Portion) will use the proceeds of the QLICI Loans to (a) reimburse the Corporation (as to the portion of the Corporation other than the Portion) for costs previously incurred for the Project, on behalf of the Portion, in the approximate amount of \$6,406,766 pursuant to the Operating Policy (the “**Reimbursement**”), (b) pay closing costs and fees in connection with the Transaction, (c) fund reserves for ongoing expenses related to the Transaction, and (d) fund a disbursement account for working capital and capital expenditures for the Project;

WHEREAS, the Corporation will use the funds from the Reimbursement to make the Second Tranche Donation pursuant to the Donation Documents, which FIELD Enterprises will use to make the second tranche of the Leverage Loan;

WHEREAS, the Investment Fund will use the proceeds of the second tranche of the Leverage Loan to repay the Bridge Equity to the Investor and pay a fee in the approximate amount of \$525,000 to California Statewide Community Development Corporation, a California nonprofit public benefit corporation;

WHEREAS, in connection with the QLICI Loans, the Corporation will be required to enter into certain agreements with the Sub-CDE, including, without limitation, a loan agreement, NMTC compliance agreement, New Markets Fee and Expense Agreement, promissory notes, construction monitoring and disbursement agreement, bank account pledge and control agreements, and such other documents as may be required to facilitate the obtaining of the QLICI Loans by the Corporation (collectively, the “**QLICI Loan Documents**”); and

WHEREAS, to facilitate the obtaining of subsidized financing through the use of New Markets Tax Credits, in connection with the Transaction, the Corporation will be required to enter into certain agreements, including, without limitation, a QALICB indemnity agreement, a Community Benefits Agreement, a cost reimbursement certification and agreement, and such other documents as may be required in order to facilitate the obtaining of such subsidized financing (collectively, the “**NMTC Documents**”).

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the transactions contemplated herein, including, without limitation:

- a) the Project and Transaction;
- b) qualifying the Portion as a QALICB, including pursuant to the Operating Policy;
- c) making the Donation, pursuant to the Donation Documents;

- d) facilitating the Leverage Loan by FIELD Enterprises, pursuant to the Leverage Loan Documents;
- e) the Reimbursement, pursuant to the Operating Policy;
- f) obtaining the QLICI Loans and the execution and delivery of the QLICI Loan Documents; and
- g) the execution and delivery of the NMTC Documents.

The foregoing transactions are hereinafter collectively referred to as the “**Approved Transactions**”.

RESOLVED, FURTHER, that David M. Villarino, as President and Chief Executive Officer, Patrick Pine, as Secretary, and each officer of the Corporation (each an “**Authorized Party**”), be, and each of them hereby is, acting alone, authorized, empowered and directed, on behalf of the Corporation, to take such actions, and to execute and deliver such additional documents and instruments or cause the performance thereunder, as the person taking such actions or executing and delivering such documents or instruments or causing the performance thereunder may deem necessary or appropriate in connection with the Approved Transactions and the signature of such Authorized Party on any document or instrument, shall be conclusive evidence of such Authorized Party’s authority to take such actions or execute and deliver such documents or cause the performance thereunder on behalf of the Corporation.

RESOLVED FURTHER, that any and all acts heretofore taken by any Authorized Party in connection with the matters authorized by the foregoing resolutions are hereby ratified, confirmed and approved.

[remainder of page intentional left blank.]