



Re: Dutchess County Local Development Corporation Applications

Ladies and Gentlemen:

Enclosed please find applications of the Dutchess County Local Development Corporation (the "DCLDC") for the above-referenced issue. Please be advised that there is a \$1,000.00 application fee to be paid by the client and to be enclosed with the completed application in order to enable the DCLDC to proceed with the benefit package.

You will receive an Engagement Letter which constitutes an explanation of legal fees and costs related to our counsels' work with respect to your project. This Engagement Letter will require an escrow account of \$5,000.00 and our counsel will invoice you monthly on an hourly rate basis for services rendered and deduct it from the escrow account. Should you terminate the agreement or abandon the project, any unused funds will be returned to you. If you have any questions concerning this matter, please contact me.

I advise you that the DC LDC itself does not lend money. Instead, the DC LDC issues bonds for the benefit of the project applicant. The project applicant must find a purchaser of the bonds and agree as to terms and conditions of repayment, interest rate, interim advances during construction, what securities are to be pledged, etc., just as the project applicant and a lender would in any other secured transaction. On filing an application, the project applicant should be fairly secure in knowing where to obtain the requisite moneys.

No work should be commenced or construction contracts entered into or materials ordered or land purchased if any of these expenses are to be included in the bond issue prior to the DC LDC passing an Inducement Resolution and Agreement with the project applicant after an application is filed. To do so may jeopardize the inclusion of the expense of such item in the bond issue.

In completing the application, please note certain material is requested that is required by statute in order to authorize the issuance of the bonds, to wit: the increased employment and your history as to location and why you are expanding or locating in Dutchess County. The bonds are issued as an inducement in industrial, commercial and warehousing facilities that presently do not exist in Dutchess County, or, if they exist, there is an expansion program contemplated. The bond proceeds cannot be used in any way for refinancing existing mortgages.

The processing fees of the DC LDC is one percent (0.5%) of the first \$25 million of the estimated project cost and one-quarter of one percent (.25%) for the estimated project in excess of \$25 million.

The project applicant additionally will be required to pay DC LDC Counsel fees, Bond Counsel fees and other direct expenses of the DC LDC, including, but not limited to, accounting and engineering expenses. The project applicant agrees that such legal fees and other direct expenses of the DC LDC such as publication costs and stenographer's fees are payable separately from the application and processing fees. The above fees will be payable in full on the sale of the bonds. Failure and neglect to proceed to close will result in pro rata tender of billings.



Dutchess County Local
Development Corporation

Upon receiving the application in my office, I will convene a meeting of the DC LDC to meet with the principals personally to discuss the application, as now required by DC LDC policy.

Please note that the DC LDC is under no obligation to act favorably on this application, and the project applicant agrees to release the DC LDC, its members, its staff, its successors and assigns from any claim against the DC LDC that may arise from the DC LDC's processing the application or by the DC LDC's either granting or denying the application.

Upon the filing of documents, no mortgage tax will be necessary between the DC LDC and a trustee or bank collecting the moneys during the financing for the repayment of bonds.

If I can be of further assistance, please feel free to contact our office.

Very truly yours,

Sarah Lee
Chief Executive Director

Enclosures

PLEASE TAKE NOTICE — The DC LDC in certain respects is subject to the Freedom of Information Law or Sunshine Laws of the State of New York. If there are any confidential matters or negotiations for real property taking place that would be adversely affected by revelation of the particulars to the public or media, it is suggested that this matter be discussed with the DC LDC Counsel or personnel directly and not set forth in the initial application unless required by Bond Counsel for the preparation of the Inducement Resolution. Any financial disclosures of the project applicant requested should be marked confidential to ensure their attention as confidential documents. Although the DC LDC does not pass on the project applicant's financial ability to pay, which is the bond purchaser's prerogative, the DC LDC does want to know that the project applicant is a viable business enterprise.



Dutchess County Local
Development Corporation

Dutchess County Local Development Corporation

Application For Financial Assistance



3 Neptune Road
Poughkeepsie, NY 12601
Ph: 845.463.5400 Fx: 845.463.0100
Email: info@thinkdutchess.com
www.dutchesscountylde.com

For Office Use Only

Project #:

Application Received Date:



Dutchess County Local
Development Corporation

DCLDC BOARD AND STAFF OFFICERS

Chairman
Timothy E. Dean

Vice Chairman
Mark Doyle

Secretary/Treasurer
Kathleen M. Bauer

Executive Director
Sarah Lee

Chief Financial Officer
Marilyn Yerks

Compliance Officer/
Records Access Officer
Marilyn Yerks

COUNTY GOVERNMENT

County Executive
Marcus J. Molinaro

Dutchess County Office Building 22 Market Street,
Sixth Floor
Poughkeepsie, NY 12601

Tel.# (845) 486-2000(B) Fax # (845) 486-2021

Email: mmolinaro@dutchessny.gov

This e-mail address is being protected from
spambots.

Dutchess County Legislature
A. Gregg Pulver, Chairman

Dutchess County Office Building 22 Market Street,
Sixth Floor
Poughkeepsie, NY 12601

Tel # (914) 474-0908 (B) Fax # (845) 486-2113

Email: gpulver@dutchessny.gov

BOARD OF DIRECTORS

Kathleen M. Bauer
Amy Bombardieri
Timothy E. Dean
Mark Doyle
Jamie Piccone
Don Sagliano
Alfred D. Torreggiani

Counsel
Donald Cappillino
Elizabeth Cappillino



Dutchess County Local
Development Corporation

MISSION STATEMENT

The mission of the Dutchess County Local Development Corporation is to reduce underemployment and increase employment; provide assistance and financial incentives for the formation, retention, expansion, and attraction of not for profit and for profit business to improve the economic vitality of the County.



Dutchess County Local
Development Corporation

Please answer all questions. Use "None" or "Not Applicable" where necessary

Please answer all questions. Use "None" or "Not Applicable" where necessary

A. Applicant Information (company receiving benefit)

Company Name: Millbrook School

Address: 131 Millbrook School Road, Millbrook, NY 12545

Phone: 845-677-8261 Fax: 845-677-8598

Email: jsmith@millbrook.org

Website: www.millbrook.org

Federal Employer ID Number: 14-1413770

Not for Profit Corporation: Yes

Date of Establishment: 1931

Place of Organization: New York

If a foreign organization, is the Applicant authorized to do business in the State of New York?

N/A

B. Individual Completing Application

Name: Jeffrey Smith

Title: Chief Operating Officer

Address: 131 Millbrook School Road, Millbrook, NY 12545

Phone: 845-285-0043 Fax:

Email: jsmith@millbrook.org

C. Company Contact (if different from individual completing application)

Name:

Title:

Address:

Phone: Fax:

Email:

D. Company Counsel:

Name of Attorney: Valarie Allen

Firm Name: Ballard Spahr

Address: 1735 Market Street, 51st Floor, Philadelphia, PA 19103-7599

Phone: 215-864-8565 Fax: 215-864-8999

Email: allenv@ballardspahr.com

Please answer all questions. Use “None” or “Not Applicable” where necessary

E. Request for Assistance:

Please check which type of assistance you are applying for (select all that apply):

- 1 Bond Issuance
- 2 Straight Lease
 - a. Mortgage Tax Exemption

F. Please list all Officers and Directors for the Not for Profit Corporation:

Please see attached Appendix A (Governance, Administration)

G. Applicant Business Description: Describe in detail organization’s background and mission. Attach additional pages if needed.

Please see attached Appendix A (History and Mission)

H. Is or was the Company assisted by DC LDC? Yes

I. Industry
Please check off the Project’s Industry Sector:

- | | | |
|---------------------------------------|-------------------------------------|-------------------------------|
| Education or Healthcare Services | <input checked="" type="checkbox"/> | Airport |
| Cultural Institutions | <input type="checkbox"/> | Charitable Organization |
| Non-profit nursing homes | <input type="checkbox"/> | Government |
| Non-profit assisted living facilities | <input type="checkbox"/> | Solid waste / sewage facility |
| Other (Please write): | <input type="checkbox"/> | |

North American Industrial Classifications Number (NAICS) 611110



Dutchess County Local Development Corporation

Please answer all questions. Use "None" or "Not Applicable" where necessary

Section II: Project Description and Details

Project Location

Project Address
131 Millbrook School Road, Millbrook, NY 12545

Property Tax Jurisdiction:

Municipal: Town of Stanford & Town of Washington
School District: Webutuck & Millbrook School Districts

Utilities:

Indicate which, if any, utilities are on site

Water, Gas, Electric, Sanitary/Storm Water with checkmarks

Does the Applicant or any related entity hold fee title to the Project Site? Yes
If no, Present legal owner of site: No

Describe the present use of the proposed Project Site

The site is home to the campus of Millbrook School, an independent, co-educational college preparatory school for day and boarding students in grades 9-12.

The facility consists of a building/space which will be (check as applicable)

1. Acquired, 2. Constructed, 3. Renovated, 4. Expanded with checkmarks

In the space below briefly describe the proposed project and its purpose (new build, renovations, equipment purchases). Identify specific uses occurring with the project. Describe any and all tenants and any/all end users. Attach detailed information if necessary.

Please see attached Appendix A (Advancement).



Dutchess County Local
Development Corporation

Please answer all questions. Use “None” or “Not Applicable” where necessary

Describe why the Agency’s assistance is necessary and if the applicant is unable to obtain Corporation financial assistance, what will be the impact on the Applicant and Dutchess County and/or municipality? Would the applicant proceed with the project without Corporation assistance? (Attached additional sheets if necessary)

Yes - See Appendix B

To the extent the project serves a local market area, is there a recognized and demonstrable need for the products or services the project will provide in the project’s market area?

Yes - See Appendix B

Is the project compatible with and will significantly assist and enhance all development plans for its area established formally or informally by local, county, state and federal authorities?

Yes - See Appendix B

Will this project initially provide substantial employment and/or substantial capital investment and be of a nature which demonstrates a substantial long-term commitment of the beneficiary to the county, which makes it highly likely that the substantial increase in employment, capital investment will continue for a significant period of time?

Yes - See Appendix B

Is the project of a speculative nature?

No

Have you contacted or been contacted by other Economic Development Agencies? If yes, please identify which agencies and what other assistance or assistance sought and the dollar amount that is anticipated to receive. Yes No ✓

If yes, please list:



Dutchess County Local
Development Corporation

Please answer all questions. Use “None” or “Not Applicable” where necessary

Zoning of Project Site:

Current: Rural Residential & LC
Proposed: Rural Residential & LC

Are any variances needed? If so, please list:

The approximate acreage of the land to be purchased or leased: 30 Acres

The approximate square footage of the existing building to be purchased or space to be expanded/renovated is: 50,000 sf

The approximate square footage of the planned new construction is: 100,000 sf

Please note that the Corporation cannot provide any financial assistance until the environmental review required under the State Environmental Quality Review Act (“SEQRA”) has been completed. Please complete the annexed Short Form Environmental Assessment Form. Based upon the information provided in that form and elsewhere in this application, the Corporation may require further information regarding potential environmental impacts.

If this project is likely to have a significant adverse impact on the environment (a “Type I” action), then the action is probably required to be reviewed by one or more other state or local agencies, such as a local zoning or land use authority. In that event, the Corporation generally will not act as “lead agency,” and any action by the Corporation must await completion of the SEQRA review by the other agency. If that is not the case, i.e., if the proposed action is a “Type II” or “unlisted” action under SEQRA, the Corporation may act independently for SEQRA purposes.

Any known environmental contamination or remediation issues? Yes No ✓

If yes, please list:

The Corporation will not provide any financial assistance to the Project until the environmental findings required under SE-QRA have been made.



Please answer all questions. Use "None" or "Not Applicable" where necessary

Facility Relocation or Closure

Will the project result in the removal of a plant or facility of the Applicant from one area of the State of New York to another area of the State of New York:

Yes No

Will the project result in the removal of a plant or facility of another proposed occupant of the Project from one area of the State of New York to another area of the State of New York?

Yes No

Will the Project result in the abandonment of one or more plants or facilities located in the State of New York?

Yes No

If the answer to either of the foregoing questions in this subpart is positive, please explain in detail, on as many separate sheets as necessary, the reasons for the relocation, abandonment or closure, including, without limitation, (i) any considerations regarding the applicant's (or other occupant's) ability to remain competitive in its industry, and (ii) any consideration which has been given to relocating to any location outside the State of New York. Please note that the Corporation may ask you to provide additional information regarding the foregoing, including documentary support

Project Construction

Please indicate the actual or expected dates of:

Project Start Date August 2021
(including acquisition date or construction start date)

Construction completion: 2026

Occupancy: Various - beginning fall 2022

Will this project be incorporating new energy efficiency factors in the design and operation of the project? If yes, please elaborate. If no, please explain why it will not.

Yes. Millbrook School is carbon neutral, and is committed to remaining carbon neutral. Therefore all new construction will include a careful analysis of materials and systems (particularly HCAC systems) to minimize greenhouse gas emissions.

Will the company be occupying 100% of the completed facility? Yes No
If no, will there be tenants in the remaining space? Yes No



Please answer all questions. Use “None” or “Not Applicable” where necessary

Investment (Uses and Sources)

Uses (Facility Costs)

Please give an accurate estimate of the costs of all of the following items.

1. Real Estate (Acquisition cost of land and /or existing structures)	\$ 3,000,000
2. New Building Construction	\$ 24,500,000
3. New Building Addition	\$ 12,000,000
4. Infrastructure Work	\$ _____
5. Reconstruction/Renovation	\$ 1,500,000
6. Equipment (Taxable) (Spending that will be subject to sales tax – i.e. machinery and equipment)	\$ _____
7. Other Tax Exempt (non-construction spending that will not be subject to sales tax)	\$ _____
8. Professional Services (Architect, Legal Fees ¹ , Engineering fees)	\$ _____
9. Other Taxable	\$ _____
10. Other (please specify)	\$ _____
 Project Cost	 \$ 41,000,000

Uses (Financing, Legal, Miscellaneous)

Estimated Fees

LDC Administrative Fees (See page 1)	\$ 125,000
LDC Counsel	\$ 5,000
Applicant Counsel	\$ Incl. w/ BC
Transaction Counsel	\$ N/A
Bond Counsel	\$ 60,000
Underwriter Counsel	\$ 30,000
Trustee Counsel	\$ 2,500
Other Costs of Bond Issue (i.e. printing)	\$ 200,000
If this is a bond transaction, will you be refunding bonds?	
Yes	
No if so state amount here	\$ 15,566,382

Corporation costs such as public hearings and legal notice fees are the responsibility of the Applicant from the time an application is submitted.



Dutchess County Local Development Corporation

Please answer all questions. Use "None" or "Not Applicable" where necessary

SOURCES

Amount of equity	\$	16,422,500
Amount of other conventional financing	\$	
Amount financed by bond issue	\$	25,000,000
Total Cost.....	\$	41,422,500

The equity component will be raised through donations from the school's trustees, parents, alumni and friends.

Corporation Financial Information

Please attach the following information:

1. The Corporation's Audited financial statement for the last two years.
2. A copy of the Corporation's most recent Annual Report
3. The Corporation's income projections

Project Benefits

Financial Assistance Provided

- a. Estimated Mortgage Recording Tax Exemption

\$ N/A	X	.0075	=	\$ N/A
Projected Amount of Mortgage		Mortgage Recording Tax		Total

Please answer all questions. Use “None” or “Not Applicable” where necessary

Community Benefits – Employment

1. Benefits = Economic Development Impacts (For Project Location Only)

a. Employment should be quantified by “FTE”, which shall mean: (a) a full-time, permanent, private-sector employee on the project’s payroll, who has worked (or is projected to work) at the project facility for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is (or will be) entitled to receive the usual and customary fringe benefits extended by the Applicant to other employees with comparable rank and duties;

b. or (b) two part-time, permanent, private-sector employees on the Applicant’s payroll, who have worked (or are projected to work) at the project facility for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are (or will be) entitled to receive the usual and customary fringe benefits extended by the Applicant to other employees with comparable rank and duties

Job Category	Current number of FTEs	Number of FTEs to be Retained	Estimated Average Annual Payroll	Number of FTEs to be created	Estimated Average Annual Payroll
Owner/Executive	1	1			
Professional	84.86	84.86			
Management	9.14	9.14			
Administrative	12.73	12.73			
Other	27.3	27.3			
Total	135.03	135.03	\$8,957,090	0	\$8,957,090

Are employees currently covered by a collective bargaining agreement? No

If yes, Name and Local? _____

Are employees provided retirement benefits? Yes No

Are employees provided health benefits? Yes No

Will there be construction jobs created with the project? If so, how many? Yes - unknown

Items needed for a Bond Closing

The following items shall be furnished to the LDC within thirty (30) days following a bond closing:

- Cost of Issuance
- True Interest Cost
- CUSIP Number
- Interest type or rate
- Trustee bank, address, contact person, and account number
- Schedule of indebtedness
- Any other documentation reasonable requested by the DC LDC

Please sign below to indicate that you have read and understand the above and will provide information on a timely basis.

Chief Executive Officer or Applicant

Date

6/14/2021

Jeffrey Smith - COO, Millbrook School

J. Bond Information

1. Total Funds Required 25,000,000 Estimated Term 30 years

Indicate the date by which the proceeds of the Corporation's bonds, if issued will be needed

Date Required 9/1/2021



Certification

Jeffrey Smith deposes and says that he/she the Chief Operating Officer
(Name of Officer of Company submitting application) (Title)
of Millbrook School.
(Company Name)

The corporation named in the attached application; that he/she has read the forgoing application and knows the contents thereof; that the same is true to his/her knowledge.
Deponent further says that the reason this verification is being made by the deponent and not by Millbrook School is because the said Company is a Corporation.
(Company Name)

The grounds of deponent’s belief relative to all matters in the said application which are not stated upon his/her own personal knowledge, are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his/her duties as an officer of and from the books and papers of said corporation.

As an officer of said corporation (hereinafter referred to as the “applicant”), deponent acknowledges and agrees that applicant shall be and is responsible for all costs incurred by the Dutchess County Local Development Corporation (hereinafter referred to as the “Corporation”) acting on behalf of the applicant during the attendant negotiations and leading to the issue of bonds. If, for any reason whatsoever, the applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified time to take reasonable, proper, or request action, or withdraws, abandons, cancels, or neglects the application, or if the Corporation or applicant are unable to find buyers willing to purchase the total bond issue required, then upon presentation of invoice, applicant shall pay to the Corporation, its’ agents, or assigns, all actual costs incurred with respect to the application, up to that date and time, including fees of bond counsel for the Corporation and fees of general counsel for the Corporation.* Upon successful conclusion and sale of the required bond issue, the applicant shall pay to the Corporation an administrative fee set by the Corporation.

(Chief Officer of Company submitting)
Jeffrey Smith
Print Name

Chief Operating Officer
Title

Date 6/14/2021

NOTARY: Sworn to me before this _____ day of _____, 20_____
*Applicant is responsible for payment of any State Bond Issuance Fees.

Notary Public (Please Affix Stamp)

New York State
Applicant Requirements
For Local Development Corporations

1. Absence of Conflicts of Interest

The Applicant has received from the Corporation a list of the members, officers and employees of the Corporation. No member, officers or employees of the Corporation has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

2. Job Listing

In accordance with Section 858-b(2) of the New York General Municipal Law, Applicant understands and agrees that, if the Project receives any Financial Assistance from the Corporation, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed within the New York State Department of Labor Community Services Division (the DOL) and with the One-Stop Center of the service delivery area created by the federal Workforce Investment Act (WIA) in which the Project is located.

3. First Consideration for Employment

In accordance with Section 858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Corporation except as otherwise provided by collective bargaining agreements, Where applicable, the Applicant will first consider persons eligible to participate in WIA programs who shall be referred by the One-Stop Center for new employment opportunities created as a result of the Project.

4. Annual Employment Reports

The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Corporation, the Applicant agrees to file, or cause to be filed, with the Corporation, on an annual basis, reports regarding the number of people employed at the project site, salary levels and such other information as part of the Corporation's Employment Report.

5. Fees

This obligation includes an obligation to submit Corporation Fee Payment to the Corporation in accordance with the Corporation Fee policy effective as of the date of this Application.

6. Freedom of Information Law (FOIL)

The Applicant acknowledges that the Corporation is subject to New York State's Freedom of Information Law (FOIL). Applicants understand that all project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions.

New York State Law requires financial reporting requirements from all LDC's in New York State

7. Bonds

a. All bonds issued, outstanding or retired during the year must indicate the following:

Month and year issued; Interest rate at year end; outstanding beginning of year; issued during year; principal payments during year; outstanding at end of year; and final maturity date. This information will be requested from you in January of each year.


b. All new bonds issued need the following supplemental information:

Name of the project; tax exemptions separated by State and local sales tax, County and school taxes; Mortgages recording; Payments in lieu of taxes; New tax revenue if no exemption is granted; number of jobs created and other economic benefits. This information is required each year and will be requested from you in September of each year.

The Public Authority Accountability Act of 2005 and the Public Authorities Reform Act of 2009, if determined applicable, impose additional reporting requirements on the DCLDC. The applicant agrees to promptly, diligently and accurately provide all information required by the DCLDC to meet its obligations under these laws.

Please sign below to indicate that you have read and understand the financial and employment reporting requirements and will provide information on a timely basis.

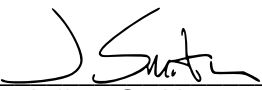
The Applicant and the individual executing this Application on behalf of the Applicant acknowledge that the Corporation will rely on the representations made herein when acting on this Application and hereby represent that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

Signature:  _____
Print Name: Jeffrey Smith _____
Title: Chief Operating Officer _____
Date: 6/14/2021 _____



HOLD HARMLESS AGREEMENT

Applicant hereby releases the Dutchess County Local Development Corporation and its members, officers, servants, agents and employees thereof (the "Corporation") from, agrees that the Corporation shall not be liable for and agrees to indemnify, defend and hold the Corporation harmless from and against any and all liability arising from or expense incurred by (A) the Corporation's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Corporation, (B) the Corporation's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Corporation with respect to the Project; including and without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Corporation or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Corporation, its agents or assigns, all costs incurred by the Corporation in the processing of the Application, including attorneys' fees, if any. The Corporation reserves the right at any time, as a condition to further consideration of this application, to require reimbursement of any such costs incurred, or to require a deposit against such costs and to apply such deposit to the Corporation's costs as incurred.

Signature:  _____
Print Name: Jeffrey Smith
Title: Chief Operating Officer
Date: 6/14/2021

Short-Form Environmental Assessment Form

All applicants are required to submit a completed Environmental Assessment Form before approval can be given.

Applicants can download a copy of the Short EAF on the Dutchess County Local Development Corporation page <https://thinkdutchess.com/lcd/>

Please complete by answering all questions and submit evidence of any prior environmental review by other government agencies. After review by DCLDC, Applicant may be required to submit a full Environmental Assessment Form.

Environmental Assessment Form

For:

Millbrook School Amended Master Plan

Located at:

**10-48 West Road
Town of Stanford, Dutchess County, New York
Tax ID 6967-00-385632**

Dated:

**February 12, 2020
Revised April 17, 2020**

PREPARED BY:



Land Planning ~ Civil Engineering~ Environmental Services ~Surveying Services ~ Landscape architecture

**85 Civic Center Plaza, Suite 103
Poughkeepsie, NY 12601
Phone 845-243-2880
Fax 845-265-8175**

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Introduction

In March 1994 a facilities Master Plan was completed for the campus and reviewed and approved by the Town of Stanford Planning Board. Overtime the needs and educational requirements of the school changed and a Phase II of the Master Plan was developed to address those needs. On September 30, 2009 the Town of Stanford Planning Board issued a Negative Declaration for the Millbrook School-Master Plan Phase II.

In order to continue to meet the changing needs of the future of the campus, the Millbrook School, along with its Architect, Voith & Mactavish and its Civil Engineer, LRC Engineering & Surveying, DPC, have prepared this EAF and accompanying Amended Master Plan for submission and SEQRA Review.

The guidelines asserted within the Phase II Master Plan remain relatively the same:

- A need to upgrade the quality of Millbrook's existing facilities to a standard consistent with today's educational expectations. This includes all aspects of the campus, including classrooms, residences of both, students and faculty, administrative areas, sports fields and infrastructure.
- A need to provide spacious housing for the existing population that will create an improved health and wellness environment.
- A need to accommodate these improvements in a manner that allows for the uninterrupted and uncompromised functioning of the school, while maintaining the traditional character of the school and improving the quality of the campus landscape.

Based on those guidelines established in the previously accepted document, the School and its design team have prepared the following list of proposed projects for the amended Master Plan:

- Business Office – 3,000 SF
- Athletic Center Expansion – 28,000 SF
- Boys Dorm 1 – 9,000 SF
- Alumni House – 3,700 SF
- Head of School House – 7,000 SF (part renovation, part new construction)
- Turf Field & Track – standard size (~150,000SF)
- Boys Dorm 2 – 9,000 SF
- Learning Commons (Library) – 18,000 SF (renovation)
- Guest House Addition – 5,000 SF (renovation)
- Prum – 2,000 SF (renovation)
- 4-6 New Faculty Homes (2,000 – 4,000 SF each)
- 5 New Faculty Homes (3,000 – 4,000 SF each)
- New Entrance to Leavitt Road | 1,300 SF

- Modified entrance to Leavitt Road 7,300SF (renovation)
- New parking areas multiple locations 75,000SF
- New internal drive loop- 13,000 SF (renovation)

This EAF and Amended Master Plan have illustrated all of the proposed improvements and are included, in further detail, within the document and its appendices.

As much of the information provided in the 2009 EAF remains unchanged, any new or updated information has been provided. The document has been prepared utilizing the same 298.13 acre parcel as was reviewed under the previous EAF and all supplemental information and mapping pertains to the entire lot of record.

Site Information

The following information is provided in supplement to the information provided within the attached EAF and its appendices.

Campus Population

The 2009 Master Plan included a projected student population of 275 students. During the construction of the faculty housing project in 2016 the total population on campus which was not reported previously was approved by the Dutchess County Department of Health and the Town of Stanford Planning board as 308 students and 158 Full time employees/Faculty for a total of 466 people in the campus population.

As part of the new master plan there is no proposed increase to the total number of campus population. Instead what is proposed as part of the renovations, campus improvements and faculty housing is to re-allocate the number of off campus staff trying to bring some of the faculty onto campus to better interact with the daily campus life for students. Also part of this master plan is to increase the space for on campus boarding students and provide more on campus boarding and reduce some of the day students.

Open Space and Recreation Resources

The school has historically provided public access to many of its resources on campus including the Trevor Zoo and sports facilities. The projects proposed under the Master Plan aim to enhance some of those specific areas including an expansion of the athletic center, and new turf field and track which will remain available for public access.

Parking

The campus is situated with multiple parking lots located throughout the campus:

- Mills Athletic Facility - 87 spaces
 - Girls Dorm - 5 spaces
 - West Road - 20 spaces
 - MASC - 20 spaces
 - Facilities - 24 spaces
 - Dining hall - 41 spaces
 - Burton Hall - 6 spaces
 - Flagler Quad - 15 spaces
- Total 218 spaces

Of the 218 designated parking spaces only a fraction are utilized on a daily basis by full time daily faculty and staff leaving the majority of the spaces available for visitors and events. In addition many of the buildings such as the individual residences on campus provide non-designated parking areas. Furthermore, adjacent to the open areas located along campus roads and on the numerous grassy playing fields and open lawn areas provide additional locations for off-street parking which is generally only needed during a few special events held during the school year.

Although there is no proposed increase in campus population, the Master Plan does have proposed improvements to campus parking creating a few more parking fields for events and to further refine some of the parking on the interior core of campus.

Existing Traffic Conditions

The traffic conditions have changed slightly since the approval of 2009 Master Plan and EAF. As noted above there was an increase the student body but since then there has been no real increase to the population on campus therefore no associated increase to the amount of traffic on campus. Although there are new parking areas proposed under this Master Plan those areas are only to allow for more adequate parking of the existing population in an area that is more centrally located to the existing sports fields and the proposed boys' dorm buildings.

Community Resources

Although there are many new structures proposed under the Master Plan, there is no proposed increase to faculty or student population on campus therefore there is no anticipated increase to police or fire protection services for the campus. All new structures will be designed to meet local and state fire code requirements.

**Full Environmental Assessment Form
Part 1 - Project and Setting**

Instructions for Completing Part 1

Part 1 is to be completed by the applicant or project sponsor. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification.

Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information; indicate whether missing information does not exist, or is not reasonably available to the sponsor; and, when possible, generally describe work or studies which would be necessary to update or fully develop that information.

Applicants/sponsors must complete all items in Sections A & B. In Sections C, D & E, most items contain an initial question that must be answered either “Yes” or “No”. If the answer to the initial question is “Yes”, complete the sub-questions that follow. If the answer to the initial question is “No”, proceed to the next question. Section F allows the project sponsor to identify and attach any additional information. Section G requires the name and signature of the applicant or project sponsor to verify that the information contained in Part 1 is accurate and complete.

A. Project and Applicant/Sponsor Information.

Name of Action or Project:		
Project Location (describe, and attach a general location map):		
Brief Description of Proposed Action (include purpose or need): *See Part F		
Name of Applicant/Sponsor:		Telephone:
		E-Mail:
Address:		
City/PO:	State:	Zip Code:
Project Contact (if not same as sponsor; give name and title/role):		Telephone:
		E-Mail:
Address:		
City/PO:	State:	Zip Code:
Property Owner (if not same as sponsor):		Telephone:
		E-Mail:
Address:		
City/PO:	State:	Zip Code:

B. Government Approvals

B. Government Approvals, Funding, or Sponsorship. (“Funding” includes grants, loans, tax relief, and any other forms of financial assistance.)

Government Entity	If Yes: Identify Agency and Approval(s) Required	Application Date (Actual or projected)
a. City Counsel, Town Board, or Village Board of Trustees <input type="checkbox"/> Yes <input type="checkbox"/> No		
b. City, Town or Village Planning Board or Commission <input type="checkbox"/> Yes <input type="checkbox"/> No		
c. City, Town or Village Zoning Board of Appeals <input type="checkbox"/> Yes <input type="checkbox"/> No		
d. Other local agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
e. County agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
f. Regional agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
g. State agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
h. Federal agencies <input type="checkbox"/> Yes <input type="checkbox"/> No		
i. Coastal Resources. <ul style="list-style-type: none"> <li data-bbox="121 829 1485 861">i. Is the project site within a Coastal Area, or the waterfront area of a Designated Inland Waterway? <input type="checkbox"/> Yes <input type="checkbox"/> No <li data-bbox="121 892 1485 924">ii. Is the project site located in a community with an approved Local Waterfront Revitalization Program? <input type="checkbox"/> Yes <input type="checkbox"/> No <li data-bbox="121 924 1485 955">iii. Is the project site within a Coastal Erosion Hazard Area? <input type="checkbox"/> Yes <input type="checkbox"/> No 		

C. Planning and Zoning

C.1. Planning and zoning actions.

Will administrative or legislative adoption, or amendment of a plan, local law, ordinance, rule or regulation be the only approval(s) which must be granted to enable the proposed action to proceed? Yes No

- **If Yes**, complete sections C, F and G.
- **If No**, proceed to question C.2 and complete all remaining sections and questions in Part 1

C.2. Adopted land use plans.

a. Do any municipally- adopted (city, town, village or county) comprehensive land use plan(s) include the site where the proposed action would be located? Yes No

If Yes, does the comprehensive plan include specific recommendations for the site where the proposed action would be located? Yes No

b. Is the site of the proposed action within any local or regional special planning district (for example: Greenway; Brownfield Opportunity Area (BOA); designated State or Federal heritage area; watershed management plan; or other?) Yes No

***See Part F**

If Yes, identify the plan(s):

c. Is the proposed action located wholly or partially within an area listed in an adopted municipal open space plan, or an adopted municipal farmland protection plan? Yes No

If Yes, identify the plan(s):

C.3. Zoning

a. Is the site of the proposed action located in a municipality with an adopted zoning law or ordinance. Yes No
If Yes, what is the zoning classification(s) including any applicable overlay district?

b. Is the use permitted or allowed by a special or conditional use permit? Yes No

c. Is a zoning change requested as part of the proposed action? Yes No

If Yes,

i. What is the proposed new zoning for the site? _____

C.4. Existing community services.

a. In what school district is the project site located? _____

b. What police or other public protection forces serve the project site?

c. Which fire protection and emergency medical services serve the project site?

d. What parks serve the project site?

D. Project Details

D.1. Proposed and Potential Development

a. What is the general nature of the proposed action (e.g., residential, industrial, commercial, recreational; if mixed, include all components)?

b. a. Total acreage of the site of the proposed action? _____ acres

b. Total acreage to be physically disturbed? _____ acres

c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ acres ***See Part F**

c. Is the proposed action an expansion of an existing project or use? Yes No

i. If Yes, what is the approximate percentage of the proposed expansion and identify the units (e.g., acres, miles, housing units, square feet)? % _____ Units: _____ ***See Part F**

d. Is the proposed action a subdivision, or does it include a subdivision? Yes No

If Yes,

i. Purpose or type of subdivision? (e.g., residential, industrial, commercial; if mixed, specify types)

ii. Is a cluster/conservation layout proposed? Yes No

iii. Number of lots proposed? _____

iv. Minimum and maximum proposed lot sizes? Minimum _____ Maximum _____

e. Will the proposed action be constructed in multiple phases? Yes No

i. If No, anticipated period of construction: _____ months

ii. If Yes: ***See Part F**

• Total number of phases anticipated _____

• Anticipated commencement date of phase 1 (including demolition) _____ month _____ year

• Anticipated completion date of final phase _____ month _____ year

• Generally describe connections or relationships among phases, including any contingencies where progress of one phase may determine timing or duration of future phases: _____

f. Does the project include new residential uses? Yes No
 If Yes, show numbers of units proposed. ***See Part F**

	<u>One Family</u>	<u>Two Family</u>	<u>Three Family</u>	<u>Multiple Family (four or more)</u>
Initial Phase	_____	_____	_____	_____
At completion	_____	_____	_____	_____
of all phases	_____	_____	_____	_____

g. Does the proposed action include new non-residential construction (including expansions)? Yes No
 If Yes, ***See Part F**

i. Total number of structures _____

ii. Dimensions (in feet) of largest proposed structure: _____ height; _____ width; and _____ length

iii. Approximate extent of building space to be heated or cooled: _____ square feet

h. Does the proposed action include construction or other activities that will result in the impoundment of any liquids, such as creation of a water supply, reservoir, pond, lake, waste lagoon or other storage? Yes No

If Yes,

i. Purpose of the impoundment: _____

ii. If a water impoundment, the principal source of the water: Ground water Surface water streams Other specify:

iii. If other than water, identify the type of impounded/contained liquids and their source.

iv. Approximate size of the proposed impoundment. Volume: _____ million gallons; surface area: _____ acres

v. Dimensions of the proposed dam or impounding structure: _____ height; _____ length

vi. Construction method/materials for the proposed dam or impounding structure (e.g., earth fill, rock, wood, concrete):

D.2. Project Operations

a. Does the proposed action include any excavation, mining, or dredging, during construction, operations, or both? Yes No
 (Not including general site preparation, grading or installation of utilities or foundations where all excavated materials will remain onsite)

If Yes:

i. What is the purpose of the excavation or dredging? _____

ii. How much material (including rock, earth, sediments, etc.) is proposed to be removed from the site?

- Volume (specify tons or cubic yards): _____
- Over what duration of time? _____

iii. Describe nature and characteristics of materials to be excavated or dredged, and plans to use, manage or dispose of them.

iv. Will there be onsite dewatering or processing of excavated materials? Yes No
 If yes, describe. _____

v. What is the total area to be dredged or excavated? _____ acres

vi. What is the maximum area to be worked at any one time? _____ acres

vii. What would be the maximum depth of excavation or dredging? _____ feet

viii. Will the excavation require blasting? Yes No

ix. Summarize site reclamation goals and plan: _____

b. Would the proposed action cause or result in alteration of, increase or decrease in size of, or encroachment into any existing wetland, waterbody, shoreline, beach or adjacent area? Yes No

If Yes:

i. Identify the wetland or waterbody which would be affected (by name, water index number, wetland map number or geographic description): _____

ii. Describe how the proposed action would affect that waterbody or wetland, e.g. excavation, fill, placement of structures, or alteration of channels, banks and shorelines. Indicate extent of activities, alterations and additions in square feet or acres:

iii. Will the proposed action cause or result in disturbance to bottom sediments? Yes No

If Yes, describe: _____

iv. Will the proposed action cause or result in the destruction or removal of aquatic vegetation? Yes No

If Yes:

- acres of aquatic vegetation proposed to be removed: _____
- expected acreage of aquatic vegetation remaining after project completion: _____
- purpose of proposed removal (e.g. beach clearing, invasive species control, boat access): _____
- proposed method of plant removal: _____
- if chemical/herbicide treatment will be used, specify product(s): _____

v. Describe any proposed reclamation/mitigation following disturbance: _____

c. Will the proposed action use, or create a new demand for water? Yes No

If Yes:

*See Part F

i. Total anticipated water usage/demand per day: _____ gallons/day

ii. Will the proposed action obtain water from an existing public water supply? Yes No

If Yes:

- Name of district or service area: _____
- Does the existing public water supply have capacity to serve the proposal? Yes No
- Is the project site in the existing district? Yes No
- Is expansion of the district needed? Yes No
- Do existing lines serve the project site? Yes No

iii. Will line extension within an existing district be necessary to supply the project? Yes No

If Yes:

- Describe extensions or capacity expansions proposed to serve this project: _____
- Source(s) of supply for the district: _____

iv. Is a new water supply district or service area proposed to be formed to serve the project site? Yes No

If Yes:

- Applicant/sponsor for new district: _____
- Date application submitted or anticipated: _____
- Proposed source(s) of supply for new district: _____

v. If a public water supply will not be used, describe plans to provide water supply for the project: _____

vi. If water supply will be from wells (public or private), what is the maximum pumping capacity: _____ gallons/minute.

d. Will the proposed action generate liquid wastes? Yes No

If Yes:

*See Part F

i. Total anticipated liquid waste generation per day: _____ gallons/day

ii. Nature of liquid wastes to be generated (e.g., sanitary wastewater, industrial; if combination, describe all components and approximate volumes or proportions of each): _____

iii. Will the proposed action use any existing public wastewater treatment facilities? Yes No

If Yes:

- Name of wastewater treatment plant to be used: _____
- Name of district: _____
- Does the existing wastewater treatment plant have capacity to serve the project? Yes No
- Is the project site in the existing district? Yes No
- Is expansion of the district needed? Yes No

• Do existing sewer lines serve the project site? Yes No
 • Will a line extension within an existing district be necessary to serve the project? Yes No
 If Yes:
 • Describe extensions or capacity expansions proposed to serve this project: _____

iv. Will a new wastewater (sewage) treatment district be formed to serve the project site? Yes No
 If Yes:
 • Applicant/sponsor for new district: _____
 • Date application submitted or anticipated: _____
 • What is the receiving water for the wastewater discharge? _____

v. If public facilities will not be used, describe plans to provide wastewater treatment for the project, including specifying proposed receiving water (name and classification if surface discharge or describe subsurface disposal plans):

vi. Describe any plans or designs to capture, recycle or reuse liquid waste: _____

e. Will the proposed action disturb more than one acre and create stormwater runoff, either from new point sources (i.e. ditches, pipes, swales, curbs, gutters or other concentrated flows of stormwater) or non-point source (i.e. sheet flow) during construction or post construction? Yes No
***See Part F**

If Yes:
 i. How much impervious surface will the project create in relation to total size of project parcel?
 _____ Square feet or _____ acres (impervious surface)
 _____ Square feet or _____ acres (parcel size)

ii. Describe types of new point sources. _____

iii. Where will the stormwater runoff be directed (i.e. on-site stormwater management facility/structures, adjacent properties, groundwater, on-site surface water or off-site surface waters)?

• If to surface waters, identify receiving water bodies or wetlands: _____

• Will stormwater runoff flow to adjacent properties? Yes No

iv. Does the proposed plan minimize impervious surfaces, use pervious materials or collect and re-use stormwater? Yes No

f. Does the proposed action include, or will it use on-site, one or more sources of air emissions, including fuel combustion, waste incineration, or other processes or operations? Yes No

If Yes, identify:
 i. Mobile sources during project operations (e.g., heavy equipment, fleet or delivery vehicles)

ii. Stationary sources during construction (e.g., power generation, structural heating, batch plant, crushers)

iii. Stationary sources during operations (e.g., process emissions, large boilers, electric generation)

g. Will any air emission sources named in D.2.f (above), require a NY State Air Registration, Air Facility Permit, or Federal Clean Air Act Title IV or Title V Permit? Yes No

If Yes:
 i. Is the project site located in an Air quality non-attainment area? (Area routinely or periodically fails to meet ambient air quality standards for all or some parts of the year) Yes No

ii. In addition to emissions as calculated in the application, the project will generate:
 • _____ Tons/year (short tons) of Carbon Dioxide (CO₂)
 • _____ Tons/year (short tons) of Nitrous Oxide (N₂O)
 • _____ Tons/year (short tons) of Perfluorocarbons (PFCs)
 • _____ Tons/year (short tons) of Sulfur Hexafluoride (SF₆)
 • _____ Tons/year (short tons) of Carbon Dioxide equivalent of Hydroflouorocarbons (HFCs)
 • _____ Tons/year (short tons) of Hazardous Air Pollutants (HAPs)

h. Will the proposed action generate or emit methane (including, but not limited to, sewage treatment plants, landfills, composting facilities)? Yes No
 If Yes:
 i. Estimate methane generation in tons/year (metric): _____
 ii. Describe any methane capture, control or elimination measures included in project design (e.g., combustion to generate heat or electricity, flaring): _____

i. Will the proposed action result in the release of air pollutants from open-air operations or processes, such as quarry or landfill operations? Yes No
 If Yes: Describe operations and nature of emissions (e.g., diesel exhaust, rock particulates/dust): _____

j. Will the proposed action result in a substantial increase in traffic above present levels or generate substantial new demand for transportation facilities or services? Yes No ***See Part F**
 If Yes:
 i. When is the peak traffic expected (Check all that apply): Morning Evening Weekend
 Randomly between hours of _____ to _____.
 ii. For commercial activities only, projected number of truck trips/day and type (e.g., semi trailers and dump trucks): _____
 iii. Parking spaces: Existing _____ Proposed _____ Net increase/decrease _____
 iv. Does the proposed action include any shared use parking? Yes No
 v. If the proposed action includes any modification of existing roads, creation of new roads or change in existing access, describe: _____
 vi. Are public/private transportation service(s) or facilities available within 1/2 mile of the proposed site? Yes No
 vii. Will the proposed action include access to public transportation or accommodations for use of hybrid, electric or other alternative fueled vehicles? Yes No
 viii. Will the proposed action include plans for pedestrian or bicycle accommodations for connections to existing pedestrian or bicycle routes? Yes No

k. Will the proposed action (for commercial or industrial projects only) generate new or additional demand for energy? Yes No ***See Part F**
 If Yes:
 i. Estimate annual electricity demand during operation of the proposed action: _____
 ii. Anticipated sources/suppliers of electricity for the project (e.g., on-site combustion, on-site renewable, via grid/local utility, or other): _____
 iii. Will the proposed action require a new, or an upgrade, to an existing substation? Yes No

l. Hours of operation. Answer all items which apply.
 i. During Construction: ***See Part F**
 • Monday - Friday: _____
 • Saturday: _____
 • Sunday: _____
 • Holidays: _____
 ii. During Operations:
 • Monday - Friday: _____
 • Saturday: _____
 • Sunday: _____
 • Holidays: _____

<p>m. Will the proposed action produce noise that will exceed existing ambient noise levels during construction, operation, or both? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes:</p> <p>i. Provide details including sources, time of day and duration:</p> <p>_____</p> <p>_____</p>	
<p>ii. Will the proposed action remove existing natural barriers that could act as a noise barrier or screen? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Describe: _____</p> <p>_____</p>	
<p>n. Will the proposed action have outdoor lighting? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes: *See Part F</p> <p>i. Describe source(s), location(s), height of fixture(s), direction/aim, and proximity to nearest occupied structures:</p> <p>_____</p> <p>_____</p>	
<p>ii. Will proposed action remove existing natural barriers that could act as a light barrier or screen? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Describe: _____</p> <p>_____</p>	
<p>o. Does the proposed action have the potential to produce odors for more than one hour per day? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If Yes, describe possible sources, potential frequency and duration of odor emissions, and proximity to nearest occupied structures: _____</p> <p>_____</p> <p>_____</p>	
<p>p. Will the proposed action include any bulk storage of petroleum (combined capacity of over 1,100 gallons) or chemical products 185 gallons in above ground storage or any amount in underground storage? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If Yes:</p> <p>i. Product(s) to be stored _____</p> <p>ii. Volume(s) _____ per unit time _____ (e.g., month, year)</p> <p>iii. Generally, describe the proposed storage facilities: _____</p> <p>_____</p>	
<p>q. Will the proposed action (commercial, industrial and recreational projects only) use pesticides (i.e., herbicides, insecticides) during construction or operation? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If Yes:</p> <p>i. Describe proposed treatment(s):</p> <p>_____</p> <p>_____</p> <p>_____</p>	
<p>ii. Will the proposed action use Integrated Pest Management Practices? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>r. Will the proposed action (commercial or industrial projects only) involve or require the management or disposal of solid waste (excluding hazardous materials)? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If Yes: *See Part F</p> <p>i. Describe any solid waste(s) to be generated during construction or operation of the facility:</p> <ul style="list-style-type: none"> • Construction: _____ tons per _____ (unit of time) • Operation : _____ tons per _____ (unit of time) <p>ii. Describe any proposals for on-site minimization, recycling or reuse of materials to avoid disposal as solid waste:</p> <ul style="list-style-type: none"> • Construction: _____ _____ • Operation: _____ _____ <p>iii. Proposed disposal methods/facilities for solid waste generated on-site:</p> <ul style="list-style-type: none"> • Construction: _____ _____ • Operation: _____ _____ 	

s. Does the proposed action include construction or modification of a solid waste management facility? Yes No
 If Yes:
 i. Type of management or handling of waste proposed for the site (e.g., recycling or transfer station, composting, landfill, or other disposal activities): _____
 ii. Anticipated rate of disposal/processing:
 • _____ Tons/month, if transfer or other non-combustion/thermal treatment, or
 • _____ Tons/hour, if combustion or thermal treatment
 iii. If landfill, anticipated site life: _____ years

t. Will the proposed action at the site involve the commercial generation, treatment, storage, or disposal of hazardous waste? Yes No
 If Yes:
 i. Name(s) of all hazardous wastes or constituents to be generated, handled or managed at facility: _____

 ii. Generally describe processes or activities involving hazardous wastes or constituents: _____

 iii. Specify amount to be handled or generated _____ tons/month
 iv. Describe any proposals for on-site minimization, recycling or reuse of hazardous constituents: _____

 v. Will any hazardous wastes be disposed at an existing offsite hazardous waste facility? Yes No
 If Yes: provide name and location of facility: _____

 If No: describe proposed management of any hazardous wastes which will not be sent to a hazardous waste facility:

E. Site and Setting of Proposed Action

E.1. Land uses on and surrounding the project site

a. Existing land uses.
 i. Check all uses that occur on, adjoining and near the project site.
 Urban Industrial Commercial Residential (suburban) Rural (non-farm)
 Forest Agriculture Aquatic Other (specify): _____
 ii. If mix of uses, generally describe: ***See Part F**

b. Land uses and covertypes on the project site. ***See Part F**

Land use or Covertypes	Current Acreage	Acreage After Project Completion	Change (Acres +/-)
• Roads, buildings, and other paved or impervious surfaces			
• Forested			
• Meadows, grasslands or brushlands (non-agricultural, including abandoned agricultural)			
• Agricultural (includes active orchards, field, greenhouse etc.)			
• Surface water features (lakes, ponds, streams, rivers, etc.)			
• Wetlands (freshwater or tidal)			
• Non-vegetated (bare rock, earth or fill)			
• Other Describe: _____ _____			

c. Is the project site presently used by members of the community for public recreation? Yes No
i. If Yes: explain: _____

d. Are there any facilities serving children, the elderly, people with disabilities (e.g., schools, hospitals, licensed day care centers, or group homes) within 1500 feet of the project site? Yes No
If Yes,
i. Identify Facilities:

e. Does the project site contain an existing dam? Yes No
If Yes:
i. Dimensions of the dam and impoundment:

- Dam height: _____ feet
- Dam length: _____ feet
- Surface area: _____ acres
- Volume impounded: _____ gallons OR acre-feet

ii. Dam's existing hazard classification: _____
iii. Provide date and summarize results of last inspection:

f. Has the project site ever been used as a municipal, commercial or industrial solid waste management facility, or does the project site adjoin property which is now, or was at one time, used as a solid waste management facility? Yes No
If Yes:
i. Has the facility been formally closed? Yes No

- If yes, cite sources/documentation: _____

ii. Describe the location of the project site relative to the boundaries of the solid waste management facility:

g. Have hazardous wastes been generated, treated and/or disposed of at the site, or does the project site adjoin property which is now or was at one time used to commercially treat, store and/or dispose of hazardous waste? Yes No
If Yes:
i. Describe waste(s) handled and waste management activities, including approximate time when activities occurred:

h. Potential contamination history. Has there been a reported spill at the proposed project site, or have any remedial actions been conducted at or adjacent to the proposed site? ***See Part F** Yes No
If Yes:
i. Is any portion of the site listed on the NYSDEC Spills Incidents database or Environmental Site Remediation database? Check all that apply: Yes No
 Yes – Spills Incidents database Provide DEC ID number(s): _____
 Yes – Environmental Site Remediation database Provide DEC ID number(s): _____
 Neither database
ii. If site has been subject of RCRA corrective activities, describe control measures: _____

iii. Is the project within 2000 feet of any site in the NYSDEC Environmental Site Remediation database? Yes No
If yes, provide DEC ID number(s): _____
iv. If yes to (i), (ii) or (iii) above, describe current status of site(s):

v. Is the project site subject to an institutional control limiting property uses? Yes No

- If yes, DEC site ID number: _____
- Describe the type of institutional control (e.g., deed restriction or easement): _____
- Describe any use limitations: _____
- Describe any engineering controls: _____
- Will the project affect the institutional or engineering controls in place? Yes No
- Explain: _____

E.2. Natural Resources On or Near Project Site

a. What is the average depth to bedrock on the project site? _____ feet

b. Are there bedrock outcroppings on the project site? Yes No
 If Yes, what proportion of the site is comprised of bedrock outcroppings? _____%

c. Predominant soil type(s) present on project site: _____ %
 *See Part F _____ %
 _____ %

d. What is the average depth to the water table on the project site? Average: _____ feet

e. Drainage status of project site soils: Well Drained: _____ % of site
 Moderately Well Drained: _____ % of site
 Poorly Drained _____ % of site

f. Approximate proportion of proposed action site with slopes: 0-10%: _____ % of site
 10-15%: _____ % of site
 15% or greater: _____ % of site

g. Are there any unique geologic features on the project site? Yes No
 If Yes, describe: _____

h. Surface water features.

i. Does any portion of the project site contain wetlands or other waterbodies (including streams, rivers, ponds or lakes)? Yes No

ii. Do any wetlands or other waterbodies adjoin the project site? Yes No
 If Yes to either *i* or *ii*, continue. If No, skip to E.2.i.

iii. Are any of the wetlands or waterbodies within or adjoining the project site regulated by any federal, state or local agency? Yes No

iv. For each identified regulated wetland and waterbody on the project site, provide the following information: *See Part F

- Streams: Name _____ Classification _____
- Lakes or Ponds: Name _____ Classification _____
- Wetlands: Name _____ Approximate Size _____
- Wetland No. (if regulated by DEC) _____

v. Are any of the above water bodies listed in the most recent compilation of NYS water quality-impaired waterbodies? Yes No
 If yes, name of impaired water body/bodies and basis for listing as impaired: _____

i. Is the project site in a designated Floodway? Yes No

j. Is the project site in the 100-year Floodplain? Yes No

k. Is the project site in the 500-year Floodplain? Yes No

l. Is the project site located over, or immediately adjoining, a primary, principal or sole source aquifer? Yes No
 If Yes:
 i. Name of aquifer: _____

m. Identify the predominant wildlife species that occupy or use the project site: _____ _____ _____ _____	_____ _____ _____
<p style="color: red; margin: 0;">*See Part F</p>	
n. Does the project site contain a designated significant natural community? <input type="checkbox"/> Yes <input type="checkbox"/> No If Yes:	
i. Describe the habitat/community (composition, function, and basis for designation): _____ _____	
ii. Source(s) of description or evaluation: _____	
iii. Extent of community/habitat:	
<ul style="list-style-type: none"> • Currently: _____ acres • Following completion of project as proposed: _____ acres • Gain or loss (indicate + or -): _____ acres 	
o. Does project site contain any species of plant or animal that is listed by the federal government or NYS as endangered or threatened, or does it contain any areas identified as habitat for an endangered or threatened species? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<p style="color: red; margin: 0;">*See Part F</p>	
If Yes:	
i. Species and listing (endangered or threatened): _____ _____ _____	
p. Does the project site contain any species of plant or animal that is listed by NYS as rare, or as a species of special concern? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<p style="color: red; margin: 0;">*See Part F</p>	
If Yes:	
i. Species and listing: _____ _____	
q. Is the project site or adjoining area currently used for hunting, trapping, fishing or shell fishing? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, give a brief description of how the proposed action may affect that use: _____ _____	
E.3. Designated Public Resources On or Near Project Site	
a. Is the project site, or any portion of it, located in a designated agricultural district certified pursuant to Agriculture and Markets Law, Article 25-AA, Section 303 and 304? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<p style="color: red; margin: 0;">*See Part F</p>	
If Yes, provide county plus district name/number: _____	
b. Are agricultural lands consisting of highly productive soils present? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<p style="color: red; margin: 0;">*See Part F</p>	
i. If Yes: acreage(s) on project site? _____	
ii. Source(s) of soil rating(s): _____	
c. Does the project site contain all or part of, or is it substantially contiguous to, a registered National Natural Landmark? <input type="checkbox"/> Yes <input type="checkbox"/> No	
If Yes:	
i. Nature of the natural landmark: <input type="checkbox"/> Biological Community <input type="checkbox"/> Geological Feature	
ii. Provide brief description of landmark, including values behind designation and approximate size/extent: _____ _____ _____	
d. Is the project site located in or does it adjoin a state listed Critical Environmental Area? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<p style="color: red; margin: 0;">*See Part F</p>	
If Yes:	
i. CEA name: _____	
ii. Basis for designation: _____	
iii. Designating agency and date: _____	

e. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places? Yes No
 If Yes:
 i. Nature of historic/archaeological resource: Archaeological Site Historic Building or District
 ii. Name: _____
 iii. Brief description of attributes on which listing is based: _____

f. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory? Yes No
***See Part F**

g. Have additional archaeological or historic site(s) or resources been identified on the project site? Yes No
 If Yes:
 i. Describe possible resource(s): _____
 ii. Basis for identification: _____

h. Is the project site within five miles of any officially designated and publicly accessible federal, state, or local scenic or aesthetic resource? Yes No
***See Part F**
 If Yes:
 i. Identify resource: _____
 ii. Nature of, or basis for, designation (e.g., established highway overlook, state or local park, state historic trail or scenic byway, etc.): _____
 iii. Distance between project and resource: _____ miles.

i. Is the project site located within a designated river corridor under the Wild, Scenic and Recreational Rivers Program 6 NYCRR 666? Yes No
 If Yes:
 i. Identify the name of the river and its designation: _____
 ii. Is the activity consistent with development restrictions contained in 6NYCRR Part 666? Yes No

F. Additional Information

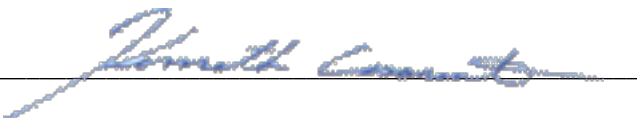
Attach any additional information which may be needed to clarify your project.

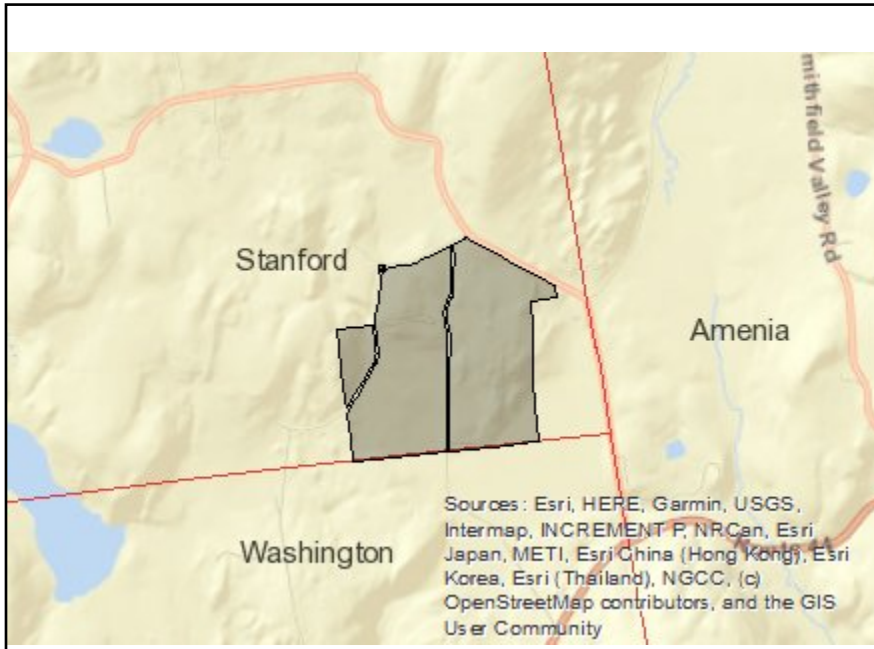
If you have identified any adverse impacts which could be associated with your proposal, please describe those impacts plus any measures which you propose to avoid or minimize them.

G. Verification

I certify that the information provided is true to the best of my knowledge.

Applicant/Sponsor Name _____ Date _____

Signature  Title _____



Disclaimer: The EAF Mapper is a screening tool intended to assist project sponsors and reviewing agencies in preparing an environmental assessment form (EAF). Not all questions asked in the EAF are answered by the EAF Mapper. Additional information on any EAF question can be obtained by consulting the EAF Workbooks. Although the EAF Mapper provides the most up-to-date digital data available to DEC, you may also need to contact local or other data sources in order to obtain data not provided by the Mapper. Digital data is not a substitute for agency determinations.



B.i.i [Coastal or Waterfront Area]	No
B.i.ii [Local Waterfront Revitalization Area]	No
C.2.b. [Special Planning District]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h [DEC Spills or Remediation Site - Potential Contamination History]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.i [DEC Spills or Remediation Site - Listed]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.i [DEC Spills or Remediation Site - Environmental Site Remediation Database]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.1.h.iii [Within 2,000' of DEC Remediation Site]	No
E.2.g [Unique Geologic Features]	No
E.2.h.i [Surface Water Features]	Yes
E.2.h.ii [Surface Water Features]	Yes
E.2.h.iii [Surface Water Features]	Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
E.2.h.iv [Surface Water Features - Stream Name]	825-99, 825-100.1
E.2.h.iv [Surface Water Features - Stream Classification]	C(T), C(TS)
E.2.h.iv [Surface Water Features - Wetlands Name]	Federal Waters, NYS Wetland
E.2.h.iv [Surface Water Features - Wetlands Size]	NYS Wetland (in acres):217.4, NYS Wetland (in acres):15.4
E.2.h.iv [Surface Water Features - DEC Wetlands Number]	AM-6, AM-31
E.2.h.v [Impaired Water Bodies]	No

E.2.i. [Floodway]	No
E.2.j. [100 Year Floodplain]	No
E.2.k. [500 Year Floodplain]	No
E.2.l. [Aquifers]	Yes
E.2.l. [Aquifer Names]	Principal Aquifer
E.2.n. [Natural Communities]	No
E.2.o. [Endangered or Threatened Species]	Yes
E.2.o. [Endangered or Threatened Species - Name]	Bog Turtle
E.2.p. [Rare Plants or Animals]	No
E.3.a. [Agricultural District]	Yes
E.3.a. [Agricultural District]	DUTC021
E.3.c. [National Natural Landmark]	No
E.3.d [Critical Environmental Area]	Yes
E.3.d [Critical Environmental Area - Name]	Millbrook Meadow
E.3.d.ii [Critical Environmental Area - Reason]	Protect wetland
E.3.d.iii [Critical Environmental Area – Date and Agency]	Agency:Stanford, Town of, Date:4-8-87
E.3.e. [National or State Register of Historic Places or State Eligible Sites]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
E.3.f. [Archeological Sites]	No
E.3.i. [Designated River Corridor]	No

PART F – SUPPLEMENTAL INFORMATION

A. Project Description

The proposed amended Master Plan will include projects not previously approved as part of the Phase II approval in 2009. A map showing the locations of the proposed improvements can be found in **Appendix A**. The following improvements are proposed (*with approximate square footages*):

- Business Office – 3,000 SF
- Athletic Center Expansion – 28,000 SF
- Boys Dorm I – 9,000 SF
- Alumni House – 3,700 SF
- Head of School House – 7,000 SF (part renovation, part new construction)
- Turf Field & Track – standard size (~150,000SF)
- Boys Dorm 2 – 9,000 SF
- Learning Commons (Library) – 18,000 SF (renovation)
- Guest House Addition – 5,000 SF (renovation)
- Prum – 2,000 SF (renovation)
- 4-6 New Faculty Homes (2,000 – 4,000 SF each)
- 5 New Faculty Homes (3,000 – 4,000 SF each)
- New Entrance to Leavitt Road 11,300 SF
- Modified Entrance to Leavitt Road 7,300SF (renovation)
- New Parking Areas multiple locations 75,000SF
- New Internal Drive Loop- 13,000 SF (renovation)

C.2(b) Is the site of the proposed action within any local or regional special planning district (for example: Greenway; Brownfield Opportunity Area (BOA); designated State or Federal heritage area; watershed management plan; or other?) If yes, identify the plan(s).

*The project area, as well as all of Dutchess County is located within the Hudson River Valley National Heritage Area. A copy of the map indicating this area is provided in **Appendix B**.*

D.1(b)(b) Total acreage to be physically disturbed?

The total acreage to be physically disturbed will vary based on each project approved under the Master Plan and will be addressed on an individual basis once the project is ready for construction. Any projects over 1 acre of disturbance will provide a Stormwater Pollution Prevention Plan (SWPPP) for review.

An estimate of 10.9 acres of disturbance will take place for the proposed projects listed under the project description.

D.1(b)(c) Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor.

The applicant, Millbrook School owns the 298.13 acre subject parcel, as determined by Dutchess County Parcel Access¹, located at 10-48 West Road. The properties contiguous to this lot, owned or controlled by the applicant are as follows:

Address	Tax ID No.	Acreage
Millbrook School Road	6967-00-625263	106.87
131-147 Millbrook School Road	6967-00-413306	123.3
Millbrook School Road	6967-00-580122	38.0
Fraleigh Hill Road	6967-00-254182	54.5
Fraleigh Hill Road	6967-00-225336	60.5

The total contiguous acreage owned or controlled by the applicant, which includes the subject parcel and all parcels noted in the table above, is 681.30 acres. Of that total acreage only the 298.13 acre parcel lies within the Town of Stanford. The remaining five (5) contiguous parcels are all located within the Town of Washington. A copy of the Dutchess County Parcel Access Map outlining all the properties included in **Appendix C**.

D.1(c) Is the proposed action an expansion of an existing project or use?

All of the proposed projects under the amended Master Plan will be an expansion of the existing institutional use. Some of the projects will be additions or renovations to existing buildings while others will be construction of new student and faculty housing, office, athletic or parking areas. The exact number of units or percentage of area will be calculated on an individual basis.

According to the Town of Stanford Zoning Code, Section 164-8, District of schedule of use regulations, secondary schools (high schools) are a specially permitted use that require site plan review and approval. Each individual proposed project will follow these guidelines for approval.

¹ https://gis.dutchessny.gov/parcelaccess/parcelaccess_map.htm

D.1(e) Will the proposed action be constructed in multiple phases? If yes, total number of phases anticipated, anticipated commencement date of phase I (including demolition), anticipated completion date of final phase and generally describe connections or relationships among phases, including any contingencies where progress of one phase may determine timing or duration of future phases.

As each proposed project under the amended Master Plan will be constructed separately the timing and duration of each is unknown. It is anticipated at this time that each of the projects noted in Part A, above, will be a standalone phase and therefore approximately 18 to 24 phases would be proposed.

Construction of entrances and parking areas, funding, and specific school events and schedule may affect the order in which, or when individual phases may be constructed.

D.1(f) Does the project include new residential uses? If yes, show numbers of units proposed.

Currently the School is anticipating developing between 4-6 new faculty homes between 2,000 – 4,000 square feet as well as an additional 5 faculty homes between 3,000 – 4,000 square feet each. Therefore a total number of 9 to 11 new faculty homes are proposed.

Additionally the amended Master Plan will include construction of two new boys' dorm buildings. The number of beds in each building has not been determined.

The 2009 Master Plan included a projected student population of 275 students. During the construction of the faculty housing project in 2016 the total population on campus, which was not reported previously, was approved by the Dutchess County Department of Health and the Town of Stanford Planning board as 308 students and 158 Full time employees/Faculty for a total of 466 people in the campus population.

As part of the new master plan there is no proposed increase to the total number of campus population. Instead what is proposed as part of the renovations, campus improvements and faculty housing is to re-allocate the number of off campus staff trying to bring some of the faculty onto campus to better interact with the daily campus life for students. Also part of this Master Plan is to increase the space for on campus boarding students and provide more on campus boarding and reduce some of the day students.

D.1(g) Does the proposed action include new non-residential construction (including expansion)? If yes, what are the total number of structures, dimensions (in feet) of the largest proposed structure and the approximate extent of building space to be heated or cooled.

The proposed developments under the amended Master Plan will include multiple non-residential structures, as noted in the project description. At this time five new and or renovated non-residential structures are proposed including the business office, athletic center expansion, Alumni House, Learning Commons (library), and Prum Hall. As the designs for these structures have not yet been finalized the size of the largest structure or the area to be heated/cooled has not yet been determined.

D.2(c) Will the proposed action use, or create a new demand for water?

Yes, the proposed actions will create a new demand for water. The anticipated additional water usage is minimal as the total increase in water demand is only 4,000 GPD. The water will be evaluated for each individual project as they are set to be developed and the existing water distribution system will be expanded as needed to supply the new buildings. Dutchess County Department of Behavioral and Community Health Approval will be reviewing all projects that include new water demands. The proposed new parking areas and modifications proposed for Leavitt Road will not create a new demand for water.

The School has made an effort to add the faculty houses to the main campus system and therefore stopping using the wells for the individual houses. Where the proposed mater plan is looking to add potentially 11 faculty housing units, these units will call for an additional demand on the main campus water system.

D.2(d) Will the proposed action generate liquid wastes?

Yes, with the exception of the proposed parking areas and modifications to Leavitt Road, the actions will generate liquid waste. The anticipated additional sewer usage is minimal as the total increase in sewer demand is only 4,000 GPD. The sewer treatment will be evaluated for each individual project as they are set to be developed and the existing sewer treatment and or collection system will be expanded as needed to service the new buildings. Dutchess County Department of Behavioral and Community Health Approval will be reviewing all projects that include new sewer demands.

The Schools wastewater facilities are treated by subsurface sewage disposal systems. There are currently eighteen (18) sewer treatment outfall locations covered under New York State Department of Environmental Conservation (NYSDEC) State Pollutant Discharge Elimination System (SPDES) Permit NY-0214612 (the outfalls are numbered 01-19; however, outfall 09 has been abandoned). The outfalls

range in design flows from 245 Gallons Per Day (GPD) to 21,050 GPD with a total design daily flow of 42,286 GPD which greatly exceeds the total campus sewer demand.

Because the additional faculty houses will not be located on the main campus there will be an increase in the total sewer and new septic systems for the proposed faculty housing. These new systems will be an increase in overall sewer generated.

D.2(e) Will the proposed action disturb more than one acre and create stormwater runoff, either from new point sources (i.e. ditches, pipes, swales, curbs, gutters or other concentrated flows of stormwater) or non-point source (i.e. sheet flow) during construction or post construction?

Yes, the proposed projects under the amended Master Plan will disturb more than one acre in total. The area to be disturbed, as well as point and non-point sources, for each proposed action will be evaluated on an individual basis as they are set to be developed. Any individual project that exceeds 1 acre in disturbance will have a SWPPP prepared. The site improvements are anticipated to create 4.0 acres of new impervious surface.

D.2(j) Will the proposed action result in a substantial increase in traffic above present levels or generate substantial new demand for transportation facilities or services?

The 2009 Master Plan included a projected student population of 275 students. During the construction of the faculty housing project in 2016 the total population on campus, which was not reported previously, was approved by the Dutchess County Department of Health and the Town of Stanford Planning board as 308 students and 158 Full time employees/Faculty for a total of 466 people in the campus population.

As part of the new master plan there is no proposed increase to the total number of campus population. Instead what is proposed as part of the renovations, campus improvements and faculty housing proposed is to re-allocate the number of off campus staff trying to bring some of the faculty onto campus to better interact with the daily campus life for students. Also part of this Master Plan is to increase the space for on campus boarding students and provide more on campus boarding and reduce some of the day students. There are no proposed expansions to the class rooms which would allow an increase in student enrollment.

There is proposed no increase in total faculty or student population. Furthermore, the proposed reworking of the West Road Access will create a better traffic pattern on West Road and create proposed parking in this area for the athletic fields as well. There is no anticipated increase in traffic above present levels.

Currently the Campus has a total of 218 parking spaces, as noted in the introduction to the EAF. Under the Master Plan an addition of 75,000 square feet of parking area is proposed which equals approximately 140 new parking spaces. Although there are 308 students on campus the vast majority are non-drivers and the existing and proposed spaces are being provided mainly for event parking for sporting events and other scheduled events that take place on campus throughout the year (i.e. parents weekend, move-in/out and graduation).

D.2(k) Will the proposed action (for commercial or industrial project only) generate new or additional demand for energy?

Yes. With the exception of the new and modified entrances off of Levitt Road the proposed projects will generate a new or additional demand for energy. The energy will be provided through a combination of electricity provided by Central Hudson Gas & Electric and the Schools ground mounted solar farm that is located on Lot No. 225336 on Fraleigh Hill Road in the Town of Washington, which is owned and operated by the School.

D.2(l) Hours of Operation.

During Construction: During periods of construction, for each of the proposed actions, the hours will comply with Town regulations.

During Operations: As the school is operational year-round, the hours will be 24 hours a day / 7 days a week, including weekends and holidays.

D.2(n) Will the proposed action have outdoor lighting?

While some of the proposed actions will include outdoor lighting, others will not. It has not yet been determined where new outdoor lighting will be located, or type of fixtures to be used. Lighting will be determined for each proposed action on an individual basis and will comply with Town regulations.

D.2(r) Will the proposed action (commercial or industrial projects only) involve or require the management or disposal of solid waste (excluding hazardous materials)?

Yes. All of the proposed actions will create some level of solid waste that will need to be removed from the site. The construction and operation debris will be recycled to the fullest extent possible while all other debris will be removed from the site for proper disposal by a local waste removal and recycling company. It is not yet known the amount of material to be removed. Each proposed action will be evaluated on an individual basis.

Additionally, the School has a very involved campus wide recycling program which involves student participating in collecting recycling material from various buildings on campus and properly disposing of those materials.

E.1(a) Existing land uses.

The existing land uses for the site and surrounding area consist of a combination of residential, rural (non-farm), forest, agricultural, aquatic and institutional.

The site is an institutional facility for students and faculty, the majority of which live on campus. The parcel itself contains rural areas with agricultural areas that are currently being farmed directly adjacent to the parcel. Areas of forest and wetlands are located throughout the overall parcel.

E.1(b) Land uses and covertypes on the project site.

The current acreages of land use or cover types provided are based on the overall 298.13 acre parcel. The after project completion acreages are based on the estimated changes from the proposed projects noted in Section A.

E.1(h) Potential contamination history. Has there been a reported spill at the proposed project site, or have any remedial actions been conducted at or adjacent to the proposed site?

*According to the NYSDEC Spills Incident Database², there have been three reported spills on or near the campus dating back to December 1980. All three of those spills were the result of either equipment failure or human error, spilling #2 fuel oil and have since been closed. No further remedial activities are necessary. Copies of the database reports are included in **Appendix D**.*

E.2(c) Predominant soil type(s) present on the project site.

The soils for the site were determined using the online USDA Web Soil Survey³. There are twelve different soils found to be located within the overall parcel area. The most predominant soil types are Dutchess-Cardigan, Hoosic gravelly loam and Stockbridge.

² <http://www.dec.ny.gov/chemical/8437.html>

³ <https://websoilsurvey.sc.egov.usda.gov/App/HomePage.htm>

Map Unit Symbol	Map Unit Name	Percent within Area of Interest
Cc	Catden muck, 0 to 2 percent slopes	1.3%
DwC	Dutchess-Cardigan complex, rolling, rocky	23.3%
DwD	Dutchess-Cardigan complex, hilly, rocky	2.5%
HsB	Hoosic gravelly loam, undulating	12.7%
HsC	Hoosic gravelly loam, rolling	18.0%
MnB	Massena silt loam, 3 to 8 percent slopes	2.1%
NwC	Nassau-Cardigan complex, rolling, very rocky	5.8%
NwD	Nassau-Cardigan complex, hilly, very rocky	5.4%
SkB	Stockbridge silt loam, 3 to 8 percent slopes	6.9%
SkC	Stockbridge silt loam, 8 to 15 percent slopes	12.4%
Ud	Udorthents, smoothed	4.1%
W	Water	0.2%
Wy	Wayland silt loam	5.4%

A copy of the soil map and associated data for each soil type are included in **Appendix E**.

E.2(h) Surface water features.

There are multiple wetland areas and water bodies located throughout the overall parcel, both state and federally regulated. Copies of the wetland mapping from USFWS and NYSDEC are included in **Appendix F**.

E.2(m) Identify the predominant wildlife species that occupy or use the project site:

The site contains typical local wildlife including squirrels, rabbits, deer, chipmunks, local birds etc. The Trevor Zoo⁴ is also located on campus and is home to other animals that might not be typically found in the area including Lemur, Red Panda, Bobcat, and various types of reptiles, birds and mammals.

E.2(o) Does the project site contain any species of plant or animal that is listed by the federal government or NYS as endangered or threatened, or does it contain any areas identified as habitat for an endangered or threatened species?

Yes. The Bog Turtle is listed as a threatened species within the area. None of the proposed projects listed under the amended Master Plan anticipate any impact to this species or its habitat, however each proposed action will be evaluated on an individual basis. Any potential impact can be mitigated with appropriate measures including, but not limited to, turtle fence and working within specific times of the year. A copy of the USFWS IPaC report⁵ is included in **Appendix G**.

⁴ <https://www.millbrook.org/trevor-zoo-home>

⁵ <https://ecos.fws.gov/ipac/>

Noted within the 2009 approved EAF, a re-delineation of wetlands took place during the summer of 2007 by Michael Nowicki of Ecological Solutions, LLC who also examined the wetland area for suitable bog turtle habitat. It was his opinion that there was only a single area that such a possible habitat would exist and that area was located just north of the property border with the Town of Washington. This location is still in excess of 1,000 feet from any of the proposed projects on campus.

A copy of the NYSDEC Bog Turtle fact sheet is included in **Appendix G**.

E.2(p) Does the project site contain any species of plant or animal that is listed by NYS as rare, or as a species of special concern?

Yes. The Indiana Bat is listed as an endangered species within the area. In order to avoid impact to this species, as well as any other bat species, any tree removal associated with a proposed action will comply with NYSDEC and USFWS regulations and take place between November 1st and March 31st.

A copy of the USFWS IPaC report, NYSDEC Environmental Resource Mapper and USFWS Fact Sheet is included in **Appendix G**.

E.3(a) Is the project site, or any portion of it, located in a designated agricultural district certified pursuant to Agriculture and Markets Law, Article 25-AA, Section 303 and 304?

Yes. According to the Dutchess County Department of Planning and Agriculture⁶, the project area, as well as the majority of the Town of Stanford is located within Agricultural District No. 21 (includes Towns of Amenia, North East, Pine Plains, Stanford and Washington and includes 97, 912 acres).

A copy of the Agricultural Map is included in **Appendix H**.

E.3(b) Are agricultural lands consisting of highly productive soils present?

Yes. There are varying ratings of farmland soil located throughout the overall parcel. The majority of the site (230.1 acres or 66.4%) has a rating of Farmland of Statewide Importance, 24.7% (85.5 acres) is considered Not Prime Farmland, 6.9% (23.9 acres) is listed as Prime Farmland and the remaining 2.1% (7.4 acres) is Prime Farmland if Drained. A copy of the Farmland Classification Map is included in **Appendix I**.

⁶ <https://www.dutchessny.gov/Departments/Planning/Agricultural-Districts.htm>

E.3(d) Is the project site located in or does it adjoin a state listed Critical Environmental Area?

*The Millbrook Meadow CEA is located in the southeast corner of the overall parcel, along the border with the Town of Washington to the south. It extends from just west of Millbrook School Road out to Bangall Amenia Road to the east. As the area lies outside of the campus center and not within the proximity of any of the proposed projects under the amended Master Plan, there are no negative impacts anticipated to this CEA. A copy of the NYSDEC Map showing the area is included in **Appendix J**.*

E.3(f) Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?

*According to the NYSOPRHP CRIS website⁷, the overall parcel is not located within an archaeologically sensitive area. A copy of the map is included in **Appendix K**. The proposed projects under the amended Master Plan have been submitted to OPRHP for review. Once a response has been received it will be provided to the Town as part of a future submission. It should be noted that all previously submitted projects under the 2009 Master Plan were submitted to NYSOPRHP for review and all have previously received letters of No Impact from the agency.*

E.3(h) Is the project site within five miles of any officially designated and publicly accessible federal, state, or local scenic or aesthetic resource?

Signage located at the intersection of Millbrook School Road and County Route 44 designate Millbrook School Road as being part of the Dutchess County Historic Trail. No work is proposed for this specific roadway. The closest project will be approximately 105' from the Historic Trail Road. However, that project, the Head of School House is already 105' from the road and is just being relocated to the south.

⁷ <https://cris.parks.ny.gov/Login.aspx?ReturnUrl=%2f>



Dutchess County Local Development Corporation

Certification

Jeffrey Smith deposes and says that he/she the Chief Operating Officer of Millbrook School (Company Name)

The corporation named in the attached application; that he/she has read the forgoing application and knows the contents thereof; that the same is true to his/her knowledge. Deponent further says that the reason this verification is being made by the deponent and not by Millbrook School (Company Name) is because the said Company is a Corporation.

The grounds of deponent's belief relative to all matters in the said application which are not stated upon his/her own personal knowledge, are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his/her duties as an officer of and from the books and papers of said corporation.

As an officer of said corporation (hereinafter referred to as the "applicant"), deponent acknowledges and agrees that applicant shall be and is responsible for all costs incurred by the Dutchess County Local Development Corporation (hereinafter referred to as the "Corporation") acting on behalf of the applicant during the attendant negotiations and leading to the issue of bonds. If, for any reason whatsoever, the applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified time to take reasonable, proper, or request action, or withdraws, abandons, cancels, or neglects the application, or if the Corporation or applicant are unable to find buyers willing to purchase the total bond issue required, then upon presentation of invoice, applicant shall pay to the Corporation, its' agents, or assigns, all actual costs incurred with respect to the application, up to that date and time, including fees of bond counsel for the Corporation and fees of general counsel for the Corporation.* Upon successful conclusion and sale of the required bond issue, the applicant shall pay to the Corporation an administrative fee set by the Corporation.

Jeffrey Smith (Chief Officer of Company submitting) Jeffrey Smith Print Name

Chief Operating Officer Title

Date 6/14/2021

NOTARY: Sworn to me before this 14th day of June, 2021

*Applicant is responsible for payment of any State Bond Issuance Fees.

Notary Public (Please Affix Stamp)

Hajnalva Coon Notary Public, State of New York Reg. No. 01CO6145506 Qualified in Dutchess County Commission Expires May 8, 2022

Millbrook School

DRAFT APPENDIX A

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INTRODUCTION

Millbrook School (“Millbrook” or the “School”) is an independent, co-educational college preparatory school enrolling 330 day and boarding students in grades nine through twelve for the recently completed 2020-21 academic year. The School is located on an 800 acre campus in Millbrook, New York, approximately 90 miles north of New York City in Dutchess County. Founded in 1931 by Mr. Edward Pulling, the School is incorporated as a non-profit educational organization under Section 501(c)(3) of the Internal Revenue Code.

For the 2020-21 academic year, the School enrolled 284 boarding and 46 day students in grades nine through twelve. The School’s day students are drawn from Millbrook and surrounding New York and Connecticut communities, while the School’s boarding students represent 23 states, the District of Columbia, and 11 foreign countries. Millbrook’s campus is also home to the Trevor Zoo, the only zoo in the United States that is located at a high school, which houses 80 different species and is accredited by the Association of Zoos and Aquariums.

Millbrook’s notable alumni include William F. Buckley, Jr., a notable conservative, founder of the political magazine *National Review*, and author of 55 books; Robert Wood Johnson IV, Chairman and CEO of the Johnson Company, Inc., owner of the National Football League’s New York Jets, and current United States Ambassador to the United Kingdom; Thomas Lovejoy, President of the Amazon Biodiversity Center; and Grammy-nominated recording artist Rufus Wainwright.

The School’s Board and Administration believe the following characteristics evidence the School’s strengths:

Strong Market Position. Millbrook has maintained a stable level of enrollment over the past five years, exceeding its target level of enrollment of 320 students. Further, the School has strategically focused on increasing domestic boarding students, who represented 90% of total boarding students for the 2020-21 academic year. The Board and Administration believe that success in the highly competitive market for full-pay domestic boarding students furthers the School’s overall reputation and reduces exposure to geopolitical and other risks associated with reliance on international students. For the most recent academic year, Millbrook enrolled 330 students comprised of 252 domestic boarders, 32 international boarders (14 of whom participated in remote learning due to the COVID-19 pandemic), and 46 day students. Boarding student enrollment has grown by 19 students (7%) over the past five academic years, to a total of 284 students. The School’s long-term plan envisions international students comprising no more than 15% of the boarding population and increasing the proportion of boarding vs. day students.

The School’s positive enrollment and student demand trends, specifically growth in domestic boarding students, are attributable to the School’s strategic initiatives and intentional marketing efforts. Millbrook has received a growing number of applications over the past five academic years, reaching a record 694 applications for enrollment for the 2019-20 academic year. The School received 669 applications for the 2020-21 academic year, despite the ongoing COVID-19 pandemic, and enrolled a five-year high number of domestic boarding students. Admission to the School has remained selective; the acceptance rate has averaged 40% for the past five academic years. The School typically maintains a waitlist of over 100 students, which grew to 231 students in the 2020-21 academic year. The School believes that its geographic location and expansive campus have led to increased domestic demand for the 2020-21 academic year, as the COVID-19

pandemic has mandated physical distancing and, for many, the desire to seek alternatives to New York City and other dense metropolitan areas. Despite an increased focus on the highly competitive domestic boarding student market, Millbrook's matriculation rate has remained steady over the past five years at 46%.

High-Quality Curricular Program. Millbrook offers a challenging college preparatory curriculum designed to instill in each student curiosity, respect, integrity, stewardship, and a commitment to serving others. The improvement in the School's demand profile can also be attributed to the success of the School's curricular program and the resulting academic outcomes of Millbrook graduates. Over the past five academic years, Millbrook students scored 114% of the national average on the SAT exam. Over the same period, Millbrook students scored "3" or higher on an average of 69% of their Advanced Placement exams. Millbrook graduates regularly gain admittance to some of the most competitive colleges and universities in the United States, with students matriculating to Ivy League institutions, highly selective liberal arts colleges, and institutions providing leading art and design programs. Over the past five years, the top five schools attended by Millbrook students are St. Lawrence University, Lafayette College, Elon University, Hobart and William Smith Colleges, The George Washington University, and New York University.

Sound Financial Performance. A product of strong student demand, significant philanthropic support, and disciplined budget management, Millbrook has grown its total net assets over the past five years by 30%. Millbrook reported total net assets of \$114.9 million as of June 30, 2020. This net asset growth has been supported by positive changes in net assets from operations in each of the past five fiscal years, averaging \$2.6 million, which equates to an average operating margin of approximately 12%. The School's endowment fund has grown by 48% since June 30, 2016, to a total of \$49.7 million as of June 30, 2020. Of the School's endowment funds, approximately \$23.5 million were classified as "without donor restriction" as of June 30, 2020, representing 47% of the School's total endowment.

Fundraising Success. In December 2017, the School completed its most recent major capital campaign designed to fund a number of the strategic initiatives outlined in the Student Life Master Plan. The School raised over \$80 million as part of the campaign, exceeding its initial goal of \$65 million established in 2010 when the campaign formally began. The School's track record of receiving significant philanthropic support has allowed it to invest over \$60 million into its campus over the past two decades. Multiple capital projects have been completed in the last six years, highlighted by 42,000 sq. ft. of newly constructed facilities and the major renovation of over 113,000 sq. ft. of existing space. In addition to the capital campaign, the School's Annual Fund has generated in excess of \$2.1 million in support of the School's operations in each of the past five fiscal years. Comprising 10% of the School's total operating revenues, the Annual Fund totaled \$2.4 million for the fiscal year ended June 30, 2020. The School is in the early phase of the Vision 2025 fundraising program that outlines a blueprint for continuing the expansion and improvement of Millbrook's physical plant and maintaining its position as a highly reputable college preparatory boarding school. To date, the School has raised over \$16.6 million in cash and pledges towards an initial Vision 2025 goal of \$70 million (\$9.4 million cash and \$7.2 million pledges).

HISTORY AND MISSION

Millbrook was founded in 1931 by Edward Pulling, an educator and graduate of Princeton University and Trinity College, Oxford. In the midst of the Great Depression, Mr. Pulling purchased the Stephenson Farm in Dutchess County to build a school that would satisfy his passion for developing intelligent and socially responsible young men.

The formative years of the School were defined by the dedication of Mr. and Mrs. Pulling and the School's devoted faculty, who established the Millbrook tradition of academic excellence that continues today. Among these educators was Frank Trevor, who arrived at Millbrook in 1936 and served on the faculty until his retirement in 1968. Mr. Trevor brought with him a collection of animals, which became the first inhabitants of what would eventually become the Trevor Zoo.

The original farmhouse on the School's campus was used as the headmaster's residence and served as the center of student life in the School's early years. Named Pulling House, the original building is still in use today. The School expanded rapidly due to the generous philanthropic support from numerous individuals, adding Prum Hall (1934), Clark Hall (1939), and the Guest House (1940) to serve as dormitories for the School's boarding students.

Millbrook's campus continued to expand in the 1940s as the School's enrollment grew. Case Hall, a dormitory, was constructed in 1946. Twenty years later, the School added Abbott Hall to serve as a dormitory for the still growing number of boys attending the School. In the mid-1970s, Abbott Hall became the School's first dormitory to house female students.

Drew Casertano became the School's sixth headmaster in 1990. Under Mr. Casertano's supervision, Millbrook has grown considerably – the number of applications for enrollment has reached nearly 700 in recent academic years, enrollment has grown from 171 students to 330, the endowment has increased from \$6.7 million to \$49.7 million, and the School has raised approximately \$150 million in gifts. Additionally, Mr. Casertano has overseen the expansion of the School's physical plant, adding the Mills Athletic Center in 1996, the Holbrook Arts Center in 2001, the Math and Science Center in 2008, Koenigsberger Hall, a dormitory, in 2014, the Dining Hall in 2016, and a new Counseling Center completed in early 2021. In November 2020 the Board of Trustees announced that the dining hall would be officially named Casertano Hall, in honor of the Casertano Family.

The School is guided by the following mission statement:

“In a community where every student is known and needed, Millbrook prepares its students for college and lives of meaning and consequence by instilling the values of respect, integrity, stewardship, service, and curiosity.”

The School also maintains the following statement on diversity:

“Valuing diversity is essential to Millbrook School's mission: to prepare our students for a life both individually satisfying and valuable to the greater society. We strive to preserve and renew this vision as we deliberately construct a community that embodies and celebrates the diversity that characterizes the modern world.

Our cultivation of a truly enriching learning environment can only be complete when we attract and retain a diverse population of students, faculty and staff who reflect, welcome, and respect differences including those in ability, age, class, ethnicity, gender, nationality, race, religious affiliation, and sexual orientation.

We expect the members of this community to respect all that makes us unique and explore perspectives that challenge our own. We must therefore equip our community with the language and skills necessary for

honest inquiry and discussion, as we empower ourselves to be ethical citizens at Millbrook School and beyond.”

GOVERNANCE

Millbrook was granted a charter by the New York Board of Regents in 1931, and is a non-profit corporation organized under Section 501(c)(3) of the Internal Revenue Code. The School is governed by an independent, self-perpetuating Board of Trustees that currently consists of twenty-five members, including the headmaster. Standing committees of the Board include executive, audit, finance, development steering, physical resources, investment, school life and a committee on trustees. Current ad-hoc committees include working groups on carbon neutrality, the Trevor Zoo, diversity, and two different COVID-19 committees (Compass Committee and Medical Advisory Committee).

Current members and officers of the Board of Trustees, the year of their initial election to the Board, the year their term ends, and their principal business or professional affiliations are listed below.

Board of Trustees (Academic Year 2020-2021)

<u>Name of Board Member</u>	<u>Year of Initial Election</u>	<u>Year Term Ends</u>	<u>Principal Affiliation (Title, Organization)</u>
William Menard '78, (P '09, '12, '12), <i>Chair</i>	1993	2022	Attorney, Law Offices of William Menard
Paul Solomon '61 (P '98), <i>Vice Chair</i>	1996	2021	Managing Partner, PJ Equities, LLP
Peter Chapman (P '11, '12), <i>Secretary</i>	2009	2022	Retired, Sports Marketing
Rick Stuckey (P '00, '03, '09), <i>Treasurer</i>	2011	2020	Retired, Brigade Capital Management
Francisco Borges '70	2013	2022	Chairman, Landmark Partners
Drew Casertano	Ex-Officio	Ex-Officio	Headmaster, Millbrook School
Stephen Clement III	2016	2022	Retired, Head of Browning School
Kelly Coles '86 (P '19)	2018	2021	Previous, Executive Search Agency
Trevor Colhoun '95	2015	2021	Executive Chairman, TPN Health and Humilis Holdings Management Company
Morgan Conrad '99	2014	2020	Founder, Morgan Investment Company
Dean Dakolias (P '22)	2020	2021	Co- CIO, Fortress Investment Group
Kathleen Dill '85	2016	2022	Head of Communications, Advance
Nicole Frith (P '18)	2018	2021	Homemaker
Christopher Holbrook '82 (P '11, '12, '14)	2000	2020	Self Employed Consultant
Theodore Karatz '96	2015	2021	Director, Acquisitions, GTIS Partners LP
Sean McManus (P '18)	2017	2020	Chairman and CEO, CBS Sports
Gordon Pennoyer '99	2011	Ex-officio	Director of Strategic Communications, Chesapeake Energy Corp.
Gilbert Schafer III '80	1993	2020	Founder, G.P. Schafer Architect, PLLC
Lisa Selz (P '12, '17)	2014	2020	President, Selz Family Foundation
Paul Simons '83 (P '17, '19)	2017	2020	President of Private Banking, Wealth and Trust, Boston Private
Fritz Souder (P '22)	2019	2021	Managing Partner, RCP Advisors
Paul Stafford (P '16, '19, '23)	2016	2022	Former SVP, Ziff Brothers
Charlotte Carroll Tracy '88	2015	2021	Bay Area Teacher Training Institute
Caroline A. Wamsler PhD '87	2010	2022	Professor, Columbia University
Jing Wang (P '21)	2019	2022	Chairwoman, CEO & Co-founder, Tored Holdings Groups Co., Ltd.

Board of Trustees (Academic Year 2020-2021)

<u>Name of Board Member</u>	<u>Year of Initial Election</u>	<u>Year Term Ends</u>	<u>Principal Affiliation (Title, Organization)</u>
<u>Honorary Trustees</u>			
Farnham F. Collins, '53 (GP '17)			
William L. Crossman, '75 (P '09)			
Lucy P. Cutting (P '77)			
William R. Hettinger, '77 (P '01, '04)			
David D. Holbrook, '56 (P '82, '83, GP '11, '12, '14)			
Bruce B. Huber, '47			
Thomas E. Lovejoy, III '59 (P '86)			
William B. McNamara, '75			

The Board's 2020-21 standing committees and committee chair assignments are as follows:

2020-21 Committee Chair Assignments

<u>Committee Assignments</u>	<u>Chair / Co-Chairs</u>
Audit Committee	Morgan C. Conrad
Committee on Trustees	Caroline Wamsler, PhD
Development Steering Committee	Paul M. Stafford / Paul Simons
School Life Committee	Charlotte Carroll Tracy
Executive Committee	William L. Menard
Finance Committee	Richard Stuckey
Investment Committee	Dean Dakolias
Physical Resources Committee	Christopher C. Holbrook
Alumni Association	Gordon S. Pennoyer

ADMINISTRATION

The Board of Trustees delegates to the Headmaster responsibility for the administration of the School's programs, operations, and facilities. The Headmaster is assisted by a team of School administrators, including the following members of the senior leadership team.

Drew J. Casertano, Headmaster. Mr. Casertano joined the School as its sixth Headmaster in 1990 and has over 40 years of experience as an independent school educator and administrator. In 2019 Mr. Casertano received the Ruzicka Compass Premier Leadership Award from The Association of Boarding Schools (TABS). The highest recognition in the industry, the Ruzicka Compass recognizes extraordinary contributions to the excellence, advancement, and success of boarding schools. Mr. Casertano has served as the President of the Headmaster's Association, an organization of independent schoolheads from public and private, boarding and day schools throughout the country. He was originally elected to the Headmaster's Association in 1997 and served as Treasurer from 2010 to 2013. Mr. Casertano has served on the board of The Association of Boarding Schools and the New York State Association of Independent Schools (NYSAIS), which he also led as president. Additional board positions include Dutchess Day School and Safe Passage, a non-profit organization providing underprivileged youth with basic needs and education. Mr. Casertano holds a Masters of Education from Harvard University and a Bachelor of Arts in American History from Amherst College. After more than three decades of transformational leadership and exemplary service, and having raised their three sons from infancy to adulthood on the Millbrook campus, Mr. Casertano and his wife plan to retire in June 2021.

Jonathan Downs, Headmaster-Elect. A Millbrook graduate from the class of 1998, Mr. Downs returned to campus as director of admissions in 2010. Since 2018 he has been the Assistant Headmaster for Institutional Advancement, and in fall 2019 he was named acting headmaster during Mr. Casertano's sabbatical. In the winter of 2020, after a national search process, Mr. Downs was named headmaster elect and will become Millbrook's seventh headmaster on July 1, 2021. Prior to joining Millbrook, Mr. Downs was dean of students at Providence Day School in Charlotte, North Carolina. Mr. Downs holds a BA in English Literature from Middlebury College, an Ed.M. from Harvard University Graduate School of Education, and an MA from Middlebury College. Mr. Downs serves on the board of trustees of the Millbrook Early Childhood Education Center. He lives on campus with his wife, who is an associate director of college counseling, and their three children.

Jeffrey Smith, Chief Operating & Financial Officer. Mr. Smith has served as Millbrook's CFO/COO since 2018, and as General Counsel since 2014. Prior to arriving at Millbrook, Mr. Smith was Assistant Corporation Counsel for the City of New York. He began his career as a French teacher, and then dean of students, at the Doane Stuart School in Albany, New York. He holds a BA in Linguistics from Skidmore College, an Ed.M. from Harvard University Graduate School of Education, and a J.D. from New York University School of Law. Mr. Smith serves as treasurer and member of the board of trustees of Dutchess Day School in Millbrook, New York. He lives on campus with his wife, who is the head of the arts department and the director of the Warner Gallery.

Robert Anthony, Assistant to the Headmaster for External Affairs. Mr. Anthony, a 1965 Millbrook graduate, served as Director of Development at Millbrook from 1974 through 2012 when he was appointed as the Assistant to the Headmaster for External Affairs. Since 1974, Mr. Anthony has overseen Millbrook's development program, having generated donor support that has fostered the significant growth of the School's physical plant and endowment. Prior to his tenure at Millbrook, Mr. Anthony taught and coached at North Yarmouth Academy in Yarmouth, Maine for two years before moving to New York City where he worked for the New York Mets baseball organization in sales and promotions from 1971 to 1974. He has served as president of the Board of Trustees at Dutchess Day School from 1999-2005 and continues his service as an honorary trustee today. Mr. Anthony earned his Bachelor of Arts degree from Colby College.

Jarratt Clarke, Assistant Head for Academics. Ms. Clarke has served in various roles at Millbrook since 2007. Originally hired as an English teacher, coach, and dorm parent, she served for one year as English department head in 2009-10 and then took over as Academic Dean the following year. Ms. Clarke served in that role – while continuing to teach English, coach, and work in a dorm – until 2020, when she was named the Assistant Head for Academics. Now, Ms. Clarke teaches one English class (Honors American Literature) and is the assistant softball coach. Prior to Millbrook, she taught English at Virginia Episcopal School in Lynchburg, Virginia. She earned a BA in English at Dartmouth College and an MA at Middlebury College's Bread Loaf School of English. She lives on campus with her wife, who is a history teacher at the School.

Dan Skoglund, Assistant Head for Student Life. Mr. Skoglund was named Millbrook's Assistant Head of Student Life in 2020 after serving as Dean of Students since 2016. Prior to arriving at Millbrook, Mr. Skoglund was a Senior Associate Director of Admission at Hotchkiss School in Salisbury, Connecticut. He began his career working in finance at Alliance Bernstein, and then switched careers into education where he taught history and economics and coached ice hockey at Berkshire School in Sheffield, Massachusetts. He holds a BA in History from Middlebury College and an Ed.M. from University of Pennsylvania Graduate School of Education. Mr. Skoglund lives on campus with his wife, who is a mental health counselor, and their three children.

Jasper Turner, Dean of Faculty. Mr. Turner has served as Millbrook's Dean of Faculty since 2020. Prior to arriving at Millbrook, he worked at Berkshire School in Sheffield, Massachusetts; Tabor Academy in

Marion, Massachusetts; and St. Paul Academy in St. Paul, Minnesota as a math teacher, department chair, and director of summer programs. Mr. Turner holds a BA in Philosophy, Politics and Economics from Pomona College and a M.A. in Independent School Leadership from Columbia University. He lives on campus with his wife, who works as a tutor in Millbrook's academic resource center, and their three children.

Meghan Grover, Director of Admissions. Mrs. Grover joined Millbrook as an associate director of admission in 2014, and took over as Director of Admissions in 2017. She credits her experience as a student at Tabor Academy with helping her develop into a confident, independent adolescent and a lifelong learner and traveler. After Tabor she attended Hamilton College, where she majored in psychology, captained the varsity hockey team, and worked as a teaching assistant in the psychology department. Prior to working at Millbrook she was an account executive in the advertising industry. Ms. Grover lives on campus with her husband.

Nancy Stahl, Director of Advancement. Mrs. Stahl joined Millbrook as Major Gifts Director in 2008, and became the Director of Advancement in 2012. A graduate of Hollins University with a BA in Art History, she began her career at Sotheby's in New York, working with clients and their art collections. Mrs. Stahl has served on various boards, including The Boy's Club of New York, Freedom Institute, Purnell School, and Dutchess Day School. Presently she serves on the Northeast Dutchess Community Foundation Board, a satellite of the Berkshire Community Foundation, where she served on the board for nine years.

Alan Tousignant, Director of the Trevor Zoo. Dr. Tousignant joined Millbrook as an intern at the Trevor Zoo in 1984 shortly after graduating from Vassar College. After a brief hiatus to complete his PhD at UT Austin, he returned to Millbrook in 1994 as Associate Zoo Director. Dr. Tousignant became Zoo Director in 2014. In addition to his work at the zoo, he also served for one year as Dean of Students, head cross country coach for many years, and most recently as chair of the school's risk management committee. Dr. Tousignant is active in the Association of Zoos and Aquariums where he serves as an accreditation inspector and has chaired many visiting inspection teams at zoos around the country. A founding member of the Junk Yard Dog running club, he has run 26 marathons, and continues to enjoy time with the pack. Dr. Tousignant lives on campus with his wife who serves as the chair of the science department at Vassar College.

Leadership Transition

For the last two and a half years, Mr. Casertano and the Board have been planning for the end of his leadership following the 2020-21 academic year. The Transition Committee, led by Board Chairman Bill Menard, has focused on three objectives: on how to honor and appreciate Mr. Casertano, how to replace him, and how to maintain Millbrook's momentum. From the beginning, the Transition Committee realized that Mr. Casertano's successor might be an internal candidate. The Transition Committee identified Jon Downs, Millbrook alumnus and successful Director of Admissions at Millbrook, who in 2018 became Assistant Head for External Affairs. The Transition Committee proposed a unique and strategic approach to fulfilling all three objectives. The Board granted Mr. Casertano a sabbatical for the fall of 2019, which allowed him the freedom and flexibility to pursue other interests before his final year and a half of leadership at Millbrook. During the sabbatical, the Board named Jon Downs as interim headmaster, which gave him experience in the role, and gave the Board and all Millbrook's constituents a chance to interact with the leading headmaster candidate. Following the sabbatical, the Board unanimously voted to appoint Jon Downs as the School's seventh headmaster beginning July 1, 2021. Throughout the remaining transition period, Mr. Casertano and Mr. Downs will continue to work together closely to sustain and enhance Millbrook's momentum.

CURRICULUM

Academics

Millbrook offers a rigorous, college preparatory course of study that features and encourages close relationships between students and faculty. While focusing on the acquisition of knowledge and skills, the curriculum is designed to allow students to develop and explore their own interests and sense of self. The ability to read effectively, write clearly, and think independently are best developed when students are encouraged to challenge themselves, listen carefully to their classmates, test their own limits, and question their assumptions.

Consistent with Mr. Pulling’s British roots, Millbrook students are organized into third form (9th grade), fourth form (10th grade), fifth form (11th grade), and sixth form (12th grade). Millbrook students are required to complete at least five academic courses each year and no more than six. Students must earn a minimum of twenty yearlong credits within a four-year sequence and successfully complete their sixth form year for a diploma.

The following table summarizes the graduation requirements for each subject area.

Graduation Requirements

<u>Subject Area</u>	<u>Requirement</u>
English	4 years
Math	3 years including Algebra II
Language	3 years of non-heritage language
Science	2 laboratory sciences, including Biology
History	3 years, including U.S. History, 20th Century History, and Global Geography and Culture
Arts	2 years
Human Development	1 year

Athletics

Athletics at Millbrook are designed to teach students the rules, fundamentals, and skills of various individual and team sports; to provide healthy competition and cooperation within and between schools in an attempt to instill a strong sense of sportsmanship; and to maintain the spirit of true amateur competition.

The School’s athletic teams compete against other independent schools in the New England Preparatory School Athletic Council (NEPSAC). The following table outlines the School’s athletic teams and athletic equivalents.

Athletic Offerings

	<u>Athletic Teams and Equivalents</u>	
<u>Fall Season</u>	Cross Country Dance Field Hockey Football	Horseback Riding Soccer Volleyball
<u>Winter Season</u>	Basketball Dance Hockey	Horseback Riding Squash
<u>Spring Season</u>	Baseball Dance Horseback Riding Golf	Lacrosse Softball Tennis Track & Field

The following table outlines the School’s athletic alternatives in which students can participate in lieu of traditional athletic teams or activities.

Athletic Alternatives

Athletic Communications	Horseback Riding	Studio Music
Dance	Racquet Rec	Theater
Engineering	Skiing & Snowboarding	Zoo Squad
Farm Squad	Strength & Conditioning	

Community Service

Community service is built into the schedule at Millbrook. Four days per week, students and faculty devote time to helping the School’s operations and serving in the local community. Community service opportunities range from feeding endangered red wolves, teaching music lessons to local children, or taking a Bright Nights Run into nearby Poughkeepsie to provide food and comfort to those in need. Service is in the School’s motto: “*Non Sibi Sed Cunctis*” or “not for oneself, but for all.”

Residential Life

The dormitories serve as the center of student life at Millbrook, even for day students, and each student has the responsibility for promoting the quality of residential life at the School. The School believes that learning to live as a productive member of a community is essential for the development of its students. Students are encouraged to develop a respect for differences and sensitivity to issues such as gender, class, and race.

Trevor Zoo

The Trevor Zoo (the “Zoo”) is an integral part of the School and uniquely incorporated into its operations and activities. It is the only zoo located on a high school campus in the United States. The Zoo accommodates more than 180 exotic and indigenous animals, including six endangered species, within facilities that extend over six acres and include a veterinary clinic. In 1989, the Zoo was granted accreditation from the Association of Zoos and Aquariums.

As part of the science and community service programs at the School, the Zoo encourages students to act as stewards of the natural world and to serve others. The Zoo offers unique experiences for students unavailable at any other independent high school. Students are provided opportunities to develop an appreciation for wildlife and conservation through direct contact with living animals and zoological professionals.

FACULTY AND STAFF

For the 2020-21 academic year, the School’s faculty consisted of fifty-one teachers: 43 full-time teachers and eight part-time teachers. Sixty-seven percent of the full-time teaching faculty hold advanced degrees. Twenty-nine administrative faculty, including all senior administrators, are also closely involved with students on a daily basis, working as advisors, coaches, dorm parents and community service leaders. In total, the School maintains a faculty to student ratio of approximately 4:1. In general, Millbrook experiences a high degree of faculty retention. The average faculty tenure at Millbrook is ten years. In addition to eighty faculty members, Millbrook employs fifty-five full-time equivalent staff members.

The following table depicts the years of experience of the School’s full-time and part-time teachers.

**2020-21 Faculty
Teaching Experience**

Years of Teaching Experience	Number of Full- Time Teachers	Number of Part- Time Teachers
0-5 years	11	0
6-10 years	8	1
11-15 years	7	3
16-20 years	6	1
<u>21+ years</u>	<u>11</u>	<u>2</u>
Total	43	8

Over the past five academic years, the School’s median faculty salary averaged 87% of the National Association of Independent Schools (“NAIS”) median salary. Additionally, Millbrook offers housing as part of the overall compensation package to the majority of its faculty members, which is not included in faculty salaries. The following table compares the median salaries of Millbrook faculty with the median faculty salary for NAIS schools for the past five academic years.

Median Faculty Salaries

	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>	<u>2019-20</u>
Millbrook School	\$45,000	\$49,000	\$48,500	\$51,600	\$52,550
NAIS Median Faculty Salary	\$51,418	\$56,523	\$59,075	\$57,521	\$58,602
Millbrook Salaries as % of NAIS	88%	87%	82%	90%	90%

Source: NAIS Facts at a Glance Report, Median of Median Faculty Salary – All Schools

Millbrook strives to attract and retain a high-quality teaching faculty. To support this effort, the School has strategically focused on the competitiveness of the compensation package offered to teaching faculty. The School regularly benchmarks faculty compensation against that of peer institutions as well as median data from the National Association of Independent Schools and The Association of Boarding Schools.

Faculty members receive one-year appointments. There is no system of tenure and there are no unionized workers at the School. The School works cooperatively with its employees and considers its relationship with its employees to be excellent. Of note, the School did not lose a single employee during its response to the global pandemic.

STUDENT ENROLLMENT

The Admissions Office at Millbrook includes seven full-time members, as well as three support staff personnel. The Admissions Office is led by the Director of Admission and is supported by the Assistant Headmaster for Institutional Advancement, Director of Financial Aid, Senior Associate Director of Admission, and two Associate Directors. The support staff includes two administrative assistants and an office manager.

The Admissions Office is responsible for the recruitment of students to Millbrook. Given the School’s size and boarding component, the Admissions staff takes pride in developing individual relationships with every student and family that shows interest in the School. The strategy of the Admissions Office is to maintain an optimal level of enrollment of approximately 320 students by admitting prospective students of the appropriate ability and of diverse backgrounds that provide a unique component to the greater Millbrook community. The School typically interviews approximately 650 prospective students each year,

and admissions representatives visit nearly 100 feeder schools with which Millbrook maintains close relationships. The admissions leaders also regularly talk about “creating markets” for Millbrook families, rather than simply relying on traditional admissions pathways.

The admissions process for prospective students features six steps. Students begin by requesting and gathering information about the School and initiating contact with the School’s Admissions Office. The Admissions Office follows up by encouraging students to schedule an interview on campus, which includes a campus tour and a meeting with a member of the Admissions Office. Students are then instructed to register for the required Secondary School Admissions Test (SSAT), after which prospective students are prepared to complete the School’s application for enrollment. Applicants for whom English is not their first language must also take the TOEFL exam. Students then complete all forms of recommendations, submit a transcript, and provide relevant writing samples. The final step in the process is the application for financial aid. The School subscribes to the School and Student Services (SSS) program as provided by the National Association of Independent Schools for the management of financial aid applications.

In total, the number of applications the School has received has increased by 15% over the past five years, from 580 for the 2016-17 academic year to 669 for the 2020-21 academic year. On average, the School accepted 40% of these applicants. Most recently, the School accepted 39% of its applicants for the 2020-21 academic year, with 46% choosing to enroll.

The following table shows the number of applications, acceptances, and matriculants for the past five academic years.

Total Applications, Acceptances, and Matriculants

Academic Year	<u>Applicants</u>	<u>Acceptances</u>	Acceptance <u>Rate (%)</u>	<u>Matriculants</u>	Matriculation <u>Rate (%)</u>	<u>Total Enrollment</u>
2016-17	580	240	41%	114	48%	320
2017-18	610	243	40%	114	47%	327
2018-19	674	275	41%	127	46%	329
2019-20	694	255	37%	117	46%	327
2020-21	669	263	39%	120	46%	330

The following table shows the number of applications, acceptances, and matriculants for domestic boarding students for the past five academic years.

Domestic Boarding Applications, Acceptances, and Matriculants

Academic Year	<u>Applicants</u>	<u>Acceptances</u>	Acceptance <u>Rate (%)</u>	<u>Matriculants</u>	Matriculation <u>Rate (%)</u>	<u>Total Enrollment</u>
2016-17	389	184	47%	83	45%	218
2017-18	418	183	44%	80	44%	224
2018-19	498	221	44%	97	44%	235
2019-20	482	198	41%	86	43%	236
2020-21	476	208	44%	97	47%	255

The following table shows the number of applications, acceptances, and matriculants for international boarding students for the past five academic years.

International Boarding Applications, Acceptances, and Matriculants

Academic <u>Year</u>	<u>Applicants</u>	<u>Acceptances</u>	Acceptance <u>Rate (%)</u>	<u>Matriculants</u>	Matriculation <u>Rate (%)</u>	Total <u>Enrollment</u>
2016-17	141	34	24%	17	50%	47
2017-18	133	28	21%	13	46%	51
2018-19	135	29	22%	18	62%	42
2019-20	163	41	25%	18	44%	41
2020-21	147	32	22%	8	25%	29

The following table shows the number of applications, acceptances, and matriculants for day students for the past five academic years.

Day Applications, Acceptances, and Matriculants

Academic <u>Year</u>	<u>Applicants</u>	<u>Acceptances</u>	Acceptance <u>Rate (%)</u>	<u>Matriculants</u>	Matriculation <u>Rate (%)</u>	Total <u>Enrollment</u>
2016-17	50	22	44%	14	64%	55
2017-18	59	32	54%	21	66%	52
2018-19	41	25	61%	12	48%	52
2019-20	49	16	33%	13	81%	50
2020-21	46	23	50%	15	65%	46

In recent years, Millbrook has carefully evaluated its optimal level of student enrollment as well as the composition of enrollment between domestic boarding students, international boarding students, and day students. The School's Vision 2025 plan establishes a target enrollment of 320 students, ideally comprised of 290 boarding students and 30 day students. Additionally, Millbrook has strategically endeavored to increase the number of domestic boarding students enrolled. The market for domestic boarding students is highly competitive. By focusing recruitment and admissions efforts in this area, Millbrook believes that it can best establish its market position and reputation while reducing exposure to geopolitical and other risks associated with large concentrations of international boarding students. Over the past five years, Millbrook has increased its domestic boarding population by 34 students, and domestic boarding students comprise 90% of the School's boarding population for the 2020-21 academic year. The School believes that its geographic location and expansive campus have led to increased domestic demand for the 2020-21 academic year, as the COVID-19 pandemic has mandated physical distancing and, for many, the desire to seek alternatives to New York City and other dense metropolitan areas.

The School maintains a waitlist for applicants who were not accepted but may be offered admission if another accepted applicant chooses not to enroll. The following table shows the size of the School's waitlist for the past five academic years.

Historical Waitlist

Academic <u>Year</u>	<u># of Applicants Waitlisted</u>
2016-17	134
2017-18	115
2018-19	139
2019-20	200
2020-21	231

The School's total enrollment for the 2020-21 academic year is 330 students. The School's total enrollment has grown by 3% since the 2016-17 academic year. The School has no plans to meaningfully alter its current level of enrollment and has established a long-term level of optimal enrollment to be 320 students. Student enrollment by grade for the past five academic years is depicted in the following table.

Annual Enrollment by Grade

<u>Grade</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>	<u>2019-20</u>	<u>2020-21</u>
Grade 9 (III Form)	56	61	58	63	68
Grade 10 (IV Form)	80	80	90	79	75
Grade 11 (V Form)	95	87	89	97	87
Grade 12 (VI Form)	<u>89</u>	<u>99</u>	<u>92</u>	<u>87</u>	<u>100</u>
Total Enrollment	320	327	329	327	330

The following table depicts the distribution of the School's day and boarding students for the past five academic years.

Boarding/Day Distribution of Students

<u>Academic Year</u>	<u>Boarding</u>	<u>Day</u>	<u>International Boarding</u>	<u>Total</u>
2016-17	218	55	47	320
2017-18	224	52	51	327
2018-19	235	52	42	329
2019-20	236	50	41	327
2020-21	252	46	32*	330

** For the 2020-21 academic year, 14 of the 32 listed international students participated in remote learning. These students paid reduced tuition at the day student rate and hope to rejoin the boarding community when circumstances permit during the 2020-21 academic year.*

The School is devoted to enrolling a diverse student body representative of today's global society. Over the past five academic years, an average of 12% of Millbrook students identified as individuals of color. The following table depicts the ethnic composition of the School's student body, excluding international students, for the past five academic years.

Breakdown of Students of Color

<u>Year</u>	<u>African American</u>	<u>Latino Hispanic</u>	<u>Asian and Asian American</u>	<u>Other/Multiracial</u>	<u>Total</u>	<u>Percent of Total Students</u>
2016-17	11	7	3	12	33	10%
2017-18	12	9	3	8	32	10%
2018-19	13	10	4	8	35	11%
2019-20	11	8	6	17	41	13%
2020-21	16	11	6	14	47	14%

The School's day students are drawn primarily from Millbrook, New York and surrounding New York and Connecticut communities. The following table outlines the cities and towns from which the School's day students are drawn for the 2020-21 academic year.

**Geographic Distribution
of Day Students**

<u>City</u>	<u># of Students</u>
Millbrook, NY	12
Clinton Corners, NY	4
Lagrangeville, NY	3
Poughkeepsie, NY	3
Lakeville, CT	2
Pine Plains, NY	2
Stanfordville, NY	2
Cities Representing One Student	<u>18</u>
Total	46

Millbrook's boarding students represent 23 states, the District of Columbia, and 11 foreign countries. The following table outlines the geographic distribution of the School's 284 boarding students by state or country for the 2020-21 academic year.

**Geographical Distribution
of Boarding Students**

<u>State</u>	<u># of Students</u>	<u>Country</u>	<u># of Students</u>
New York	129	China	15
Connecticut	46	Canada	4
New Jersey	14	Vietnam	3
Florida	10	Ghana	2
Illinois	9	Guatemala	2
California	6	Bahamas	1
Pennsylvania	6	Bermuda	1
Colorado	5	Grenada	1
North Carolina	5	Germany	1
Massachusetts	4	South Korea	1
Other	<u>18</u>	United Kingdom	<u>1</u>
Total	252	Total	32

The School welcomes international students from all regions of the world and desires its international student population to represent a diverse group of nations. The School limits the total number of international students to 15% of total enrollment to ensure that all Millbrook students have an authentic American boarding school experience. The School does not normally offer financial aid to international students residing outside of North America.

Attrition at the School occurs when students do not re-enroll for a variety of reasons, including financial or family relocation, or are denied the opportunity to re-enroll by the School for academic or disciplinary reasons. The following table shows the percentage of students who have withdrawn or have not been granted re-enrollment to the School on an annual basis for the past five academic years.

History of Attrition Trends

	<u>Total</u>	<u>% of Eligible Students</u>
2015-16	25	11%
2016-17	18	8%
2017-18	24	10%
2018-19	27	11%
2019-20	29	12%

COLLEGE TESTING AND PLACEMENT

A significant number of students at Millbrook enroll in Advanced Placement courses. The Advanced Placement Program is a cooperative educational endeavor between secondary schools and colleges and universities. High school students take college-level AP courses, culminating in an opportunity to demonstrate their mastery by taking a national standardized AP Exam. Colleges and universities are then able to grant credit, placement, or both to those students who score sufficiently high on the exam. Scoring is based on a 1 to 5 point system, with a score of 3 indicating “qualified”, 4 indicating “well qualified,” and 5 indicating “very well qualified.”

In 2020-21, the School offers AP courses in English Language and Literature, French Language, French Language and Culture, Spanish Language and Literature, Statistics, Calculus AB, and Calculus BC. Students who enroll in AP courses must meet departmental pre-requisites in preparation and performance. Because of the overall rigor of the curriculum, the faculty counsels students to select an appropriate AP course load.

During the 2019-20 academic year, Millbrook students took a total of 72 AP exams in seven subject areas. The following table outlines the number of AP exams taken by Millbrook students as well as the percent of scores of 5 and 3 for the past five academic years.

Advanced Placement Examinations

	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>	<u>2019-20</u>
Number of students testing	90	88	93	76	50
Number of exams taken	159	164	152	146	72
Number of scores “3” or higher	99	115	116	91	53
Percent of scores “3” or higher	62%	70%	76%	62%	74%
Number of scores “5”	20	31	27	27	9
Percent of scores “5”	13%	19%	18%	18%	13%

Millbrook’s students have consistently maintained Scholastic Aptitude Test (“SAT”) scores well in excess of the national average. The following table shows the average SAT scores of Millbrook students and the national averages over the past five years.

SAT Scores

	<u>2015-16</u>	<u>2016-17*</u>	<u>2017-18*</u>	<u>2018-19*</u>	<u>2019-20*</u>
Millbrook Mean (academic year)	1724	1216	1198	1210	1214
National Mean (calendar year)	1490	1060	1068	1059	1051
Millbrook Mean as % of National Mean	116%	115%	112%	114%	116%

* After 2016 the SAT omitted the writing section and tests are now scored out of 1,600 instead of 2,400

Source: The College Board Total Group Profile Report and Millbrook School internal records

The School’s past five graduating classes included seven National Merit Program Commended Students, two National Merit Program Semi-Finalist, and two National Merit Program Finalists.

Millbrook graduates have attended a wide range of colleges and universities. Millbrook graduates regularly gain admittance to some of the most competitive colleges and universities in the United States, with students matriculating to Ivy League institutions, highly selective liberal arts colleges, and institutions providing leading art and design programs. Over the past five years, the top five schools attended by Millbrook students are St. Lawrence University, Lafayette College, Elon University, Hobart and William Smith Colleges, The George Washington University, and New York University.

The following table indicates the colleges and universities selected by graduates of the Classes of 2016 through 2020.

College Matriculation of Millbrook Graduates since 2016 (Bold = 3 or more matriculations)

American University	Dickinson College	Princeton University	Univ. of Massachusetts, Amherst
Amherst College	Drexel University	Rensselaer Polytechnic Institute	University of British Columbia
Bard College	Duke University	Rhode Island School of Design	University of Colorado, Boulder
Barnard College	Elon University	Rhodes College	University of Delaware
Bates College	Fordham University	Santa Clara University	University of Denver
Berklee College of Music	Franklin and Marshall College	Savannah Coll. of Art & Design	University of Miami
Boston College	Georgetown University	Sewanee: Univ. of the South	University of Michigan
Boston University	Georgia Institute of Technology	Skidmore College	University of Pennsylvania
Bowdoin College	Hamilton College	Southern Methodist University	University of Richmond
Brown University	Haverford College	St. Lawrence University	University of Southern California
Bucknell University	Hobart & William Smith	Stanford University	University of St Andrews
Carnegie Mellon	Johns Hopkins University	Syracuse University	University of Vermont
Case Western Reserve University	Kenyon College	Texas Christian University	University of Virginia
Claremont McKenna College	Lafayette College	The George Washington Univ.	University of Washington
Colby College	Marist College	The New School	University of Wisconsin, Madison
Colgate University	Middlebury College	Trinity College	Vanderbilt University
College of Charleston	New York University	Trinity College Dublin	Vassar College
College of William and Mary	Northwestern University	Tufts University	Villanova University
Colorado College	Oberlin College	Tulane University	Wake Forest University
Columbia University	Ohio Wesleyan University	Union College	Washington & Lee University
Connecticut College	Pennsylvania State University	Univ. of California, Berkeley	Washington University in St. Louis
Cornell University	Pitzer College	Univ. of California, San Diego	Wesleyan University
Dartmouth College	Pratt Institute	Univ. of California, Santa Barbara	Williams College
Denison University			

Source: Millbrook School internal records

TUITION & FINANCIAL AID

The following table shows the School's tuition rates and fees for the academic years 2016-17 through 2020-21.

Annual Tuition Rates

	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>	<u>2019-20</u>	<u>2020-21</u>
Boarding Tuition	\$57,750	\$60,500	\$62,700	\$65,225	\$67,200
<i>Percent Increase</i>	3.8%	4.8%	3.6%	4.0%	3.0%
Day Tuition	\$43,575	\$46,000	\$47,600	\$49,500	\$51,000
<i>Percent Increase</i>	3.8%	5.6%	3.5%	4.0%	3.0%
Boarding General Fee	\$725	\$725	\$825	\$1,200	\$1,200
International Student Fee	\$600	\$1,000	\$1,500	\$3,000	\$3,000
Day General Fee	\$725	\$725	\$825	\$825	\$825

The School benchmarks its tuition against other area independent day and boarding schools as well as boarding schools across the country. The School's proposed level of tuition is compared to that of its peer institutions and is ultimately voted on by the Board in January of each year. For the 2020-21 academic year, the School increased its day and boarding tuition by 3.0%.

The following table depicts tuition rates and trends for Millbrook and its boarding school admissions peers.

Comparative Peer School Tuition

Boarding Tuition

<u>Institution</u>	<u>2017-18</u>		<u>2018-19</u>		<u>2019-20</u>		<u>2020-21</u>	
	<u>Tuition</u>	<u>% Change</u>	<u>Tuition</u>	<u>% Change</u>	<u>Tuition</u>	<u>% Change</u>	<u>Tuition</u>	<u>% Change</u>
Millbrook School	\$ 60,500	4.8%	\$ 62,700	3.6%	\$ 65,225	4.0%	\$ 67,200	3.0%
Blair Academy	60,000	3.6%	62,000	3.3%	64,200	3.6%	66,500	3.6%
Berkshire School	60,400	3.3%	62,200	3.0%	64,200	3.2%	66,200	3.1%
Holderness School	60,550	3.5%	63,000	4.1%	64,800	2.9%	66,100	2.0%
Suffield Academy	59,500	2.6%	61,400	3.2%	63,200	2.9%	65,225	3.2%
St. George's School	59,750	3.0%	61,550	3.0%	63,100	2.5%	65,000	3.0%
Brooks School	59,800	3.5%	61,600	3.0%	63,200	2.6%	64,950	2.8%
The Thacher School	58,920	3.0%	60,980	3.5%	62,810	3.0%	64,700	3.0%
Pomfret School	59,400	2.9%	61,000	2.7%	62,700	2.8%	64,600	3.0%
Westminster School	59,900	2.7%	61,100	2.0%	62,475	2.3%	64,320	3.0%
Average	\$ 59,872	3.3%	\$ 61,753	3.1%	\$ 63,591	3.0%	\$ 65,480	3.0%

Source: Millbrook School internal records

The following table depicts tuition rates and trends for Millbrook and its day school admissions peers.

Comparative Peer School Tuition

Day Tuition

<u>Institution</u>	<u>2017-18</u>		<u>2018-19</u>		<u>2019-20</u>		<u>2020-21</u>	
	<u>Tuition</u>	<u>% Change</u>	<u>Tuition</u>	<u>% Change</u>	<u>Tuition</u>	<u>% Change</u>	<u>Tuition</u>	<u>% Change</u>
Hotchkiss School	\$ 48,150	2.5%	\$ 49,550	2.9%	\$ 50,990	2.9%	\$ 52,470	2.9%
Berkshire School	48,000	3.2%	49,400	2.9%	49,900	1.0%	51,400	3.0%
Millbrook School	46,000	5.6%	47,600	3.5%	49,500	4.0%	51,000	3.0%
Kent School	48,000	3.7%	48,000	0.0%	48,000	0.0%	49,000	2.1%
Salisbury School	47,500	0.0%	47,500	0.0%	47,500	0.0%	47,500	0.0%
Average	\$ 47,530	3.00%	\$ 48,410	1.9%	\$ 49,178	1.6%	\$ 50,274	2.2%

Source: Millbrook School internal records

Millbrook seeks to attract and maintain a highly capable and diverse student body. To help meet that commitment, the School offers financial aid based on a family's demonstrated financial need, the merit of the applicant, and the availability of School funds. Millbrook subscribes to the School and Student Services (SSS) to help the financial aid committee assess a family's need and their ability to contribute toward their child's education. Admissions decisions are need-aware, and as a result the financial aid applicant pool is generally more competitive than the admission pool as a whole.

For several years the financial aid budget was set at 18.2% of gross tuition revenue. As part of Millbrook's current strategic plan, and supported by a growing endowment, the School's goal is to increase its financial aid budget to 20.0% of gross tuition revenue by the 2023-24 academic year. For the 2020-21 academic year, the total financial aid budget was 19.9% of gross tuition revenue, plus \$350,000 to accommodate families financially impacted by the COVID-19 pandemic.

Every year the School receives donations restricted for financial aid, which augment the financial aid budget. The financial aid support from donations has, on average, represented 6.5% of the total financial aid budget for the past five academic years. In 2020-21, the School awarded approximately \$4.7 million in total grants to support one-third of the student body, with an average grant of approximately \$42,850. The following table shows the grants awarded to students by the School during academic years 2016-17 through 2020-21.

Financial Aid Assistance

<u>Year</u>	<u>Financial Aid from Operations</u>	<u>Financial Aid from Gifts</u>	<u>Total Grants</u>	<u>Recipients</u>	<u>% of Students</u>	<u>Average Grant</u>	<u>% of Tuition Revenue</u>
2016-17	\$3,155,938	\$341,510	\$3,497,448	94	29.4%	\$37,207	17.9%
2017-18	3,432,840	165,325	3,598,165	89	27.2%	40,429	18.3%
2018-19	3,745,602	196,685	3,942,287	92	28.0%	42,851	19.0%
2019-20	3,812,038	123,913	3,935,951	90	27.5%	43,733	18.6%
2020-21	4,251,505	462,900	4,714,405	110	33.3%	42,858	20.8%

Children of full-time faculty or staff members who gain admission to Millbrook are eligible for full tuition remission. Millbrook considers this policy to be a distinctive benefit, and has seen an increase in enrolled students eligible for tuition remission in recent years. The following table shows tuition remission awarded to students by the School for the past five academic years.

Tuition Remission

<u>Year</u>	<u>Total Grants</u>	<u>Recipients</u>	<u>% of Students</u>	<u>Average Grant</u>	<u>% of Tuition Revenue</u>
2016-17	\$130,725	3	0.9%	\$43,575	0.7%
2017-18	230,000	5	1.5%	46,000	1.2%
2018-19	333,200	7	2.1%	47,600	1.7%
2019-20	495,000	10	3.1%	49,500	2.4%
2019-20	714,000	14	4.2%	51,000	2.4%

FINANCIAL MATTERS

The following summaries and discussions of financial matters should be read in conjunction with the School's audited financial statements and notes for the fiscal year ended June 30, 2020, which have been audited by Blum, Shapiro & Company, P.C. and for fiscal years ended June 30, 2016, 2017, 2018 and 2019, which have been audited by CohnReznick, LLP. Millbrook operates on a fiscal year ending June 30. The financial statements of the School have been prepared on an accrual basis in accordance with the U.S. Generally Accepted Accounting Principles (U.S. GAAP) for educational institutions.

The table on the following page summarizes the Unrestricted Statement of Activities, referred to as "Without Donor Restrictions (Unrestricted)" for the fiscal years ended June 30, 2016, 2017, 2018, 2019 and 2020. During the fiscal year ended June 30, 2019, the School adopted the Accounting Standards Update 2016-14, Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities and the adoption was retrospectively applied to July 1, 2017, the earliest year presented. Adoption of the new accounting presentation is reflected in the audited financial statements for the fiscal year ended June 30, 2020. The information presented in these tables has been extracted from the School's audited financial statements for the respective years.

Statement of Activities Without Donor Restrictions (Unrestricted)
(Fiscal Year Ended June 30)

	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Revenues:					
Tuition and Fees	\$ 17,616,386	\$ 18,558,409	\$ 19,646,935	\$ 20,765,870	\$ 20,870,424
Less: Financial Aid	<u>(3,492,233)</u>	<u>(3,562,895)</u>	<u>(3,648,479)</u>	<u>(3,919,148)</u>	<u>(3,913,992)</u>
Net Tuition and Fees	14,124,153	14,995,514	15,998,456	16,846,722	16,956,432
Contributions and Promises to Give, Net	2,197,228	2,286,428	2,284,144	2,436,998	2,411,867
Government grant revenue	-	-	-	-	1,697,154
Investment Return Utilized in Operations	1,248,082	1,332,750	1,383,609	1,463,054	1,606,544
Program Supporting Revenues and Fees	854,740	696,005	839,766	823,895	667,383
Net Assets Released from Restrictions	366,124	492,298	300,949		
Advanced Annual Giving	-	-	-	21,000	20,000
Other Restricted Gifts	<u>-</u>	<u>-</u>	<u>-</u>	<u>260,432</u>	<u>247,532</u>
Total Revenues and Other Support	<u>18,790,327</u>	<u>19,802,995</u>	<u>20,806,924</u>	<u>21,852,101</u>	<u>23,606,912</u>
Expenses:					
Program Services	12,688,734	14,149,296	14,838,091	15,769,439	15,658,565
Management and General	2,268,610	2,110,784	2,149,160	2,270,362	2,181,836
Fundraising	<u>1,604,728</u>	<u>1,562,781</u>	<u>1,643,310</u>	<u>1,638,109</u>	<u>1,362,024</u>
Total Operating Expenses	<u>16,562,072</u>	<u>17,822,861</u>	<u>18,630,561</u>	<u>19,677,910</u>	<u>19,202,425</u>
Change in Net Assets, Operations	<u>2,228,255</u>	<u>1,980,134</u>	<u>2,176,363</u>	<u>2,174,191</u>	<u>4,404,487</u>
Other Changes:					
Contributions and Promises to Give, Net	2,121,475	4,170,238	1,857,556	1,997,223	1,545,237
Depreciation Expense	(2,365,601)	(2,806,413)	(2,810,570)	(2,928,682)	(2,929,178)
Investment Return, Net	(497,880)	1,881,815	1,256,497	931,138	18,298
Investment Return Utilized for Operations	(633,278)	(677,174)	(690,698)	(724,943)	(823,668)
Gain/(Loss) on Disposal of Equipment	(23,851)	15,500	300	3,626	125
Net Assets Released from Restrictions	2,561,593	3,777,380	4,436,336	3,567,616	1,276,923
Change in Donor Intent	<u>170,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Other Changes	<u>1,332,458</u>	<u>6,361,346</u>	<u>4,049,421</u>	<u>2,845,978</u>	<u>(912,263)</u>
Change in Net Assets	3,560,713	8,341,480	6,225,784	5,020,169	3,492,224
Net Assets, Beginning, as originally reported	59,338,687	62,899,400	71,240,880	76,287,299	81,307,468
Reclassification to implement ASU 2016-14	<u>-</u>	<u>-</u>	<u>(1,179,365)</u>	<u>-</u>	<u>-</u>
Net Assets, Beginning, as Reclassified	<u>59,338,687</u>	<u>62,899,400</u>	<u>70,061,515</u>	<u>76,287,299</u>	<u>81,307,468</u>
Net Assets at End of Year	<u>\$ 62,899,400</u>	<u>\$ 71,240,880</u>	<u>\$ 76,287,299</u>	<u>\$ 81,307,468</u>	<u>\$ 84,799,692</u>

Source: Audited financial statements for fiscal years ended June 30, 2016 through 2020

The following table depicts the School's total net asset position, classified by the level of restriction, for the past five fiscal years.

Total Net Assets					
As of June 30,					
	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Unrestricted Net Assets	\$ 62,899,400	\$ 71,240,880	\$ -	\$ -	\$ -
Without Donor Restriction	-	-	76,287,299	81,307,468	84,799,692
	<u>62,899,400</u>	<u>71,240,880</u>	<u>76,287,299</u>	<u>81,307,468</u>	<u>84,799,692</u>
Temporarily Restricted Net Assets	10,439,381	9,024,186	-	-	-
Time or Purpose Restricted	-	-	9,495,437	7,506,153	8,184,646
	<u>10,439,381</u>	<u>9,024,186</u>	<u>9,495,437</u>	<u>7,506,153</u>	<u>8,184,646</u>
Permanently Restricted Net Assets	15,149,500	17,892,185	-	-	-
Perpetually Restricted	-	-	21,039,403	21,646,409	21,967,946
	<u>15,149,500</u>	<u>17,892,185</u>	<u>21,039,403</u>	<u>21,646,409</u>	<u>21,967,946</u>
Total Net Assets	<u>\$ 88,488,281</u>	<u>\$ 98,157,251</u>	<u>\$ 106,822,139</u>	<u>\$ 110,460,030</u>	<u>\$ 114,952,284</u>

* For the fiscal year ending in 2019, FASB changed the format in which net assets are presented, consolidating temporarily and permanently restricted net assets into net assets with donor restrictions. The 2018 figures have been adjusted to reflect the amounts presented in the 2019 audit.

Source: Audited financial statements for fiscal years ended June 30, 2016 through June 30, 2020

Administration's Discussion of Financial Performance

Millbrook has meaningfully improved its overall financial position over the past five years. This financial improvement is a culmination of long-term strategic planning that has improved the School's market position, facilitated stable enrollment, and yielded consistent GAAP-based operating surpluses. Over the same period, the School has generated significant philanthropic support from both the Annual Fund and capital giving efforts. This fundraising has contributed to the School's operating performance, as well as increased endowment assets and an expanded and updated physical plant.

Millbrook has grown its total net assets over the past five years by 30% to a total of \$114.9 million as of June 30, 2020 from \$88.5 million as of June 30, 2016. The School has generated a positive change in net assets from operations in each of the past five years, averaging a surplus of \$2.6 million which equates to an operating margin of approximately 12%. The School has managed its operating budget to increase net tuition revenue in each of the past five years, while committing additional resources to financial aid to support the School's initiatives surrounding access and affordability of a Millbrook education.

Over the past five fiscal years, Millbrook has raised \$46.9 million in total philanthropic support. This support has been directed to the operating budget, capital improvement projects, and the endowment fund. Since June 30, 2016, the School's endowment fund has grown by 48%, to a total of \$49.7 million as of June 30, 2020. Of the School's endowment funds, approximately \$23.5 million were without donor restrictions as of June 30, 2020, representing 47% of the total endowment. This support has also facilitated the completion of major capital projects, including a new dormitory, a new dining hall, a major renovation of the student center, a major renovation of the main academic building, six new faculty housing units, a new maintenance complex, and a new baseball field.

Budget Process

Millbrook's budget process begins in October, as the Business Office outlines assumptions for income and expenses based upon general economic forecasts, inflation in specific sectors of the economy, and the School's own trends. This process includes significant interaction with the Finance Committee of the Board. Once the Business Office tests the budget assumptions, the Finance Committee reviews and approves the budget, making a recommendation to the full Board. The tentative budget is approved by the

Board at its January meeting. The approval allows the administration to set critical budget items such as tuition and fees as well as faculty salaries and benefits.

Millbrook's primary sources of income are net tuition, the contribution from the endowment fund, and the philanthropic support provided by the Annual Fund. The primary expenses are personnel costs (representing approximately 58% of expenditures), the physical plant, and food service. In crafting the budget, the Business Office works closely with the various departments of the School to determine funding needs.

The tentative budget approved by the Board in January is then further reviewed by the Finance Committee at the May Board meeting, prior to its enactment on July 1. The budget is further revised at the October Board meeting based upon actual enrollment and any other changes that have occurred since the beginning of the fiscal year. The Business Office closely monitors the operating budget throughout the year, providing monthly reports and guidance to the Finance Committee.

Endowment

Management of the School's endowment assets is overseen by the Investment Committee of the Board of Trustees. The objective of the Investment Committee for the endowment fund is to provide a reasonably predictable stream of funding for expenses and programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets.

To achieve the Investment Committee's objectives, the endowment assets are invested based on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The School targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints. The School seeks to limit volatility in overall endowment performance.

Over a full economic cycle of 7-10 years, the School's investment manager(s) are expected to perform in the top quartile of their peer group and consistent with their asset class index. The endowment funds should perform in the upper third of a group of comparably sized funds over a full market cycle.

The Investment Committee retains FEG Investment Advisors to manage its endowment assets. Securities are held in custody at Fidelity/FEG. The School provides the investment manager with recommended asset class allocations on an annual basis. The investment manager then determines appropriate investments based upon parameters outlined by the Investment Committee.

Endowment Spending Policy. In support of the School's operating budget, Millbrook has established a policy of appropriating for distribution each year, by approval of the Board, an amount based on a percentage of the endowment fund's average fair value over the prior three years through the fiscal year-end preceding the fiscal year in which the distribution is planned. For the past five fiscal years, the Board has approved a spend rate of 4.35%. In establishing this spending policy, the School considered the long-term expected return on endowment assets. Accordingly, over the long-term, the School expects the current spending policy to allow its endowment to grow, consistent with its objective of maintaining the purchasing power of the endowment assets, as well as to provide additional real growth through new gifts and investment return. For the years ended June 30, 2020 and 2019, the total amount appropriated and spent through the endowment spending policy was \$1.6 million and \$1.5 million, respectively.

The following table depicts the composition of the School's endowment assets by level of restriction for the previous five fiscal years.

Composition of Endowment Assets

As of June 30,

	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Unrestricted Endowment	\$ 15,811,511	\$ 17,742,018	\$ -	\$ -	\$ -
Without Donor Restriction	-	-	19,278,250	22,357,911	23,543,089
	<u>15,811,511</u>	<u>17,742,018</u>	<u>19,278,250</u>	<u>22,357,911</u>	<u>23,543,089</u>
Temporarily Restricted Endowment	2,620,143	4,031,185	-	-	-
Time or Purpose Restricted	-	-	6,479,612	5,504,172	4,220,499
	<u>2,620,143</u>	<u>4,031,185</u>	<u>6,479,612</u>	<u>5,504,172</u>	<u>4,220,499</u>
Permanently Restricted Endowment	15,149,500	17,892,185	-	-	-
Perpetually Restricted	-	-	21,039,403	21,646,409	21,967,945
	<u>15,149,500</u>	<u>17,892,185</u>	<u>21,039,403</u>	<u>21,646,409</u>	<u>21,967,945</u>
Total Endowment Assets	<u>\$ 33,581,154</u>	<u>\$ 39,665,388</u>	<u>\$ 46,797,265</u>	<u>\$ 49,508,492</u>	<u>\$ 49,731,533</u>

Source: Audited financial statements for fiscal years ended June 30, 2016 through June 30, 2020

The following table shows the fair market value of the School's investment portfolio for the past five fiscal years. The information presented in this table has been extracted from the audited financial statements of the School for the respective fiscal years.

Investments

<u>Category</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Money Market Funds	\$ 1,195,655	\$ 2,078,885	\$ 2,549,703	\$ 5,215,058	\$ 5,170,953
U.S. Government Obligations	637,213	469,382	200,849	-	-
Multi-Asset Funds	9,147,862	10,248,293	10,986,396	-	-
Global Balanced Asset Fund	9,047,084	10,105,592	10,496,746	2,978,761	1,775,409
Exchange Traded Funds	-	3,159,105	5,466,218	2,784,492	2,542,728
Fixed Income					
Corporate Bonds	652,927	467,629	276,906	-	-
Mutual Funds	2,736,234	-	-	-	-
Alternative Investments	948,525	885,150	889,875	-	-
Common Stocks	474,944	481,576	516,926	590,025	520,358
Hedge Fund	6,385,131	7,315,675	7,923,070	33,162,541	37,623,153
Private Equities – Fixed Income	-	3,189,627	2,558,668	2,477,203	2,256,602
	<u>\$ 31,225,575</u>	<u>\$ 38,400,914</u>	<u>\$ 41,865,357</u>	<u>\$ 47,208,080</u>	<u>\$ 49,889,203</u>

Source: Audited financial statements for fiscal years ended June 30, 2016 through June 30, 2020

The total market value of the School's investments was \$60,254,661 as of February 28, 2021.

Outstanding Debt

On August 29, 2013, the Dutchess County Local Development Corporation issued \$12,560,000 of Revenue Bonds, Series 2013A and \$10,440,000 of Revenue Bonds, Series 2013B.

The proceeds of the Bonds financed all or a portion of the construction, renovation and related costs of the School's new Girl's Dormitory, a new facilities building, the existing Schoolhouse and Callard House, a new dining hall and other construction, renovation, furnishing and equipping of the School's facilities. Proceeds from the Bonds were also used (i) to refund the outstanding DCIDA Civic Facility Revenue

Bonds, including payment of a redemption premium (ii) to refund the outstanding principal balance of a revolving note, and (iii) to pay costs of issuance of the Bonds.

Series 2013A Bonds

The Series 2013A Bonds bear interest at a rate of 72% of one-month LIBOR + 1.82%, payable monthly in arrears through September 1, 2016 (initial draw down period, 36 months). After that date, interest is calculated at a fixed rate of 3.25% per annum through August 2043, which is the date of maturity. The Series 2013A Bonds are subject to mandatory redemption on September 1, 2023 at a redemption price of 100% of the principal amount being redeemed plus accrued interest to the redemption date. RBS Citizens N.A., the holder of the bonds, has the option to extend the redemption date at the request of the School.

Series 2013B Bonds

Interest on the outstanding principal amount is calculated at a fixed rate of 3.25% per annum and is payable monthly in arrears commencing on October 1, 2013 through August 2043, which is the date of maturity. Principal is payable annually beginning on September 1, 2014. The Series 2013B Bonds are subject to mandatory redemption prior to maturity on September 1, 2023 at a redemption price of 100% of the principal amount being redeemed plus accrued interest to the redemption date. RBS Citizens N.A., the holder of the bonds, has the option to extend the redemption date at the request of the School.

As part of the School's current financing process, it plans to consider the refinancing or restructuring of the existing bonds to achieve interest cost savings and improve the risk profile of its debt structure.

COVID-19 UPDATE

Millbrook began analyzing and preparing for the effects of COVID-19 early in 2020. Since that time, the School has maintained regular communication with students, parents, and all constituents regarding the developing public health situation and the School's action plan to continue to deliver a prudent, safe, and productive in-person academic, extracurricular, and residential experience. The School assembled a Compass Committee, which ultimately oversaw the adoption and publication of the School's COVID-19 Handbook, COVID-19 Community Contract, and the reopening plan. The Compass Committee deputized six subcommittees, each with a representation of faculty, staff, trustees, and parents to gather the best current data to help the School open safely and in compliance with federal, state, and local regulations. The School's COVID-19 response subcommittees included: Compass Committee, Medical Advisory, Academic Life, Residential & Student Life, Finance, and Communication.

After a summer of careful planning, the School released its reopening plan which outlined procedures for students to return to campus in the fall, and again in January. The plan outlined the following risk mitigation strategies:

- 1) Lower Density & Social Distancing – Additional modular dormitory facilities were added to lower density on campus and reduce dorm room occupancy levels. Use of Millbrook's 800-acre campus to facilitate high social distancing standards while maintaining a recommended distance of six feet between individuals.
- 2) Face Coverings & Personal Protective Equipment – Face coverings are required in public spaces, including classes when conducted indoors, the dining hall until seated, and outdoors. Personal Protective Equipment was supplied for all employees and students.
- 3) Hygiene & Sanitation – Personal protective actions such as recommended hand washing five or more times daily, use of hand sanitizer, and significantly increased resources in custodial services.

- 4) Screening – All students, employees, campus residents, and contractors are tested weekly, and day students are tested twice weekly. All community members are required to track their symptoms daily via an online application.
- 5) Testing, Isolation, and Contact Tracing – In addition to the weekly (or twice weekly) PCR screening tests, the School uses a rapid antigen test to any community member who demonstrates any symptoms or potential symptoms. Additional procedures for on-campus isolation and contact tracing are designed to reduce the spread of the virus on campus.

In late summer, Millbrook announced that it would be open for on-campus learning for the fall term beginning in September. Clearly communicated pre-arrival and arrival policies were established, including self-isolation prior to arriving on campus, staggered arrival of students, and pre-arrival COVID-19 test results. Upon arrival, the School implemented heightened safety measures for the first 14 days, in an effort to eliminate the presence of the virus on campus. These procedures included the use of orientation teams (most often comprised of contiguous residents within dormitories), small group gatherings held outdoors, face coverings, and restricted access to campus for visitors and guests (including parents and relatives).

The School revised its academic schedule to facilitate its COVID-19 safety protocols. The School is offering its full range of academic courses.

In preparation for returning to campus, the School purchased vital supplies such as PCR COVID-19 tests and personal protective equipment, underwent training for all faculty and staff, and increased its on-campus medical staff. Millbrook has a school doctor/medical director, a nurse practitioner, four full-time nurses, and three part-time nurses. To serve the mental health needs of students, Millbrook has two full-time counselors on staff, both of whom live on campus.

A key component of the reopening plans is a testing procedure to “wash out” any positive cases in the early days of reentry. Faculty were screened three times during the two weeks prior to student arrival. Students quarantined at home for two weeks, and took a test five days prior to arrival. They were tested upon their arrival to campus and restricted to their rooms for a five-day quarantine. They were tested again on day five. In person classes began when that third test was negative, and for another week movements and interactions were restricted. The School has six trained contact tracers who can work quickly to isolate positive cases and quarantine close contacts before the end of the virus’ incubation period. As a result, no secondary transmission has occurred (i.e. no close contact has gone on to infect another community member).

As of September 1, the School enrolled 330 students for the 2020-21 academic year. This level of enrollment includes 270 students residing on-campus, 46 day students, and 14 international boarding students who have not been able to return to campus and are participating in academic instruction virtually. This level of enrollment is above the School’s budgeted level for the 2020-21 academic year. Millbrook has met the demonstrated need for financial assistance by new families and families of returning Millbrook students, including those whose financial circumstances have been directly impacted by COVID-19.

On April 29, 2020, the School received a Paycheck Protection Program (PPP) loan of \$2,033,500 provided by the CARES Act. The School considers PPP loans to be conditional contributions, with a right of return in the form of an obligation to be repaid if barriers to entitlement are not met. These barriers include incurring qualifying expenses and maintaining certain levels of employee headcount and salary during a measurement period. The School considers the review of the School’s application for forgiveness by the lender and the Small Business Administration, as well as potential audits, to be administrative in nature rather than barriers to entitlement. During the year ended June 30, 2020, the School recognized \$1.7 million

as government grant income, based on qualifying expenditures incurred and employee headcount and salary levels maintained through June 30, 2020. The remaining balance of the PPP loan of \$300,000 is classified as a refundable advance. The School has submitted its application for forgiveness of the loan, and expects the loan to be forgiven in April 2021.

ADVANCEMENT

The Advancement Office at Millbrook is comprised of seven full-time equivalent employees and is headed by the Director of Advancement. The Advancement Office also works closely with the School's Headmaster and Headmaster-Elect on all major development undertakings. The School retains the professional services of Richard Boardman, an experienced independent school fundraising consultant formerly with Marts & Lundy, to assist in the School's fundraising strategies and efforts.

Strategic Goals & Upcoming Projects

Millbrook's fundraising philosophy is not to organize around "capital campaigns," but rather to fundraise constantly in support of discrete strategic goals. The Advancement Office's motto is "each donor is a campaign".

In December 2017, the School completed its most recent major strategic plan, designed to fund a number of the initiatives outlined in the School's Student Life Master Plan. The School raised over \$80 million as part of the plan, exceeding its initial goal of \$65 million set forth in 2010 when the fundraising effort formally began. Throughout the effort, the School worked closely with consultant Marts & Lundy to outline fundraising feasibility, strategy, and solicitation materials.

In addition to funding capital projects, the plan contributed \$35 million to the School's endowment fund. These funds provided the financial support for Millbrook to operate its expanded educational program and physical plant. Endowment for the support of financial aid and faculty salaries has ensured that Millbrook continues to enroll a diverse student body as well as attract and maintain a high-quality faculty.

The School is in the early phase of the Vision 2025 strategic plan, which outlines a blueprint for expanding, updating, and improving Millbrook's physical plant and maintaining its position as a highly reputable college preparatory boarding school. Fundraising goals within this strategic plan include \$35 million for bricks and mortar, \$35 million for endowment, and approximately \$2.4 million per year in annual fund gifts. The building projects that are part of the plan include:

- A new counseling center and business office (recently completed),
- A new headmaster's residence (Pulling House),
- Faculty housing construction and renovation,
- An alumni house and advancement offices,
- An expansion to the athletic center, and
- A new dormitory.

To date, the School has raised over \$16.6 million in cash and pledges towards an initial Vision 2025 goal of \$70 million. Of this amount, \$9.4 million has been collected in cash and \$7.2 million remains outstanding in pledges. In addition to the Vision 2025 goal of \$70 million, the School is also concentrating on raising gifts in support of the Annual Fund and regularly receives additional philanthropic contributions for financial aid and other operating or programmatic initiatives.

The School has a goal of fundraising for the full cost of its upcoming campus improvement projects; however, Millbrook is also focused on growing its liquid balance sheet assets alongside its physical plant.

As such, the School will evaluate the use of any unrestricted fundraising gifts towards capital projects (or debt repayment) and/or continuing to grow the School’s Board-designated endowment.

Construction of Pulling House and Alumni House, each estimated at a cost of \$4.0 million, is scheduled to begin in the summer of 2021 and be completed by the summer of 2022. The School has hired Voith and MacTavish as the architect for both projects and will use Consigli Construction Management as general contractor. The School has an over 25 year relationship with Voith and MacTavish and Consigli Construction Management served as general contractor on the recently completed College Counseling and Business Office construction project.

The School is currently planning \$4.5 million in construction and renovation to faculty housing. In conjunction with this effort, the School may acquire certain real estate of strategic importance, the acquisition of which would provide additional existing houses and alter the balance of new construction vs. renovation of housing for the School’s faculty and staff.

Timing for athletic facility construction and expansion as well as the construction of a new dorm are anticipated in the next two to four years, however, the timing is ultimately dependent upon the School’s fundraising success. The School has currently estimated approximately \$10.9 million for athletic improvements and \$12.0 million for the construction of a new dormitory.

Annual Fund

The Annual Fund at Millbrook supports all aspects of the School’s operation, including financial aid, faculty salaries, academic programs, and extracurricular activities. Over the past five years, Millbrook has experienced consistent support for its Annual Fund, raising in excess of \$2.1 million each year. For the 2019-20 academic year, the Annual Fund generated almost \$2.4 in support of the School’s operations – approximately 10% of Millbrook’s fiscal year 2020 operating revenues. The primary source of support of the Annual Fund comes from the School’s network of alumni as well as the parents of current students. For 2019-20, these two constituent groups, alumni and current parents, represented 36% and 42% of total Annual Fund giving, respectively.

The table below depicts contributions to the School’s Annual Fund by donor group during the last five fiscal years.

Annual Fund Giving					
	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>	<u>2019-20</u>
Alumni	\$860,301	\$906,633	\$913,307	\$917,213	\$850,808
Parents	845,401	939,952	874,007	937,222	982,535
Grandparents	37,909	37,925	34,985	36,340	28,599
Friends	81,702	85,737	64,087	92,780	78,026
Other*	<u>332,835</u>	<u>269,250</u>	<u>396,927</u>	<u>427,512</u>	<u>426,207</u>
Total	\$2,158,148	\$2,239,497	\$2,283,313	\$2,411,067	\$2,366,175

** Past Parents/Alumni/Trustees and faculty are included in the figures*

Over the past five years, in addition to support for the Annual Fund, Millbrook has benefitted from capital gifts and donor-designated gifts that are not annual fund and not part of the capital campaign, such as scholarship gifts and gifts to the Trevor Zoo.

The following table outlines Millbrook’s total philanthropic support, from all sources, over the past five years.

Philanthropic Support by Fundraising Category					
	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>	<u>2019-20</u>
Annual Fund	\$ 2,158,148	\$ 2,239,497	\$ 2,283,313	\$ 2,411,067	\$ 2,366,175
Capital Gifts & Other	<u>8,973,615</u>	<u>9,132,306</u>	<u>9,040,316</u>	<u>3,875,628</u>	<u>4,456,000</u>
Total	\$11,131,763	\$11,371,803	\$11,323,629	\$ 6,286,695	\$ 6,822,175

GEOGRAPHIC AREA AND FACILITIES

Millbrook is located on a rural campus of 800 acres in New York’s Hudson Valley. The campus features rolling hills, woodlands, playing fields, trails, and the main campus, which is organized around four quadrangles. Pulling Quadrangle is the oldest area of campus, which includes the headmaster’s residence, two dormitories and the student center. Flagler Quadrangle is the largest quad, and includes the Flagler Memorial Chapel, three dormitories, the admissions office and the Schoolhouse. Durand Quadrangle is the smallest quad, and includes two dorms, the Hamilton Math and Science Center and the Holbrook Arts Center. West Quadrangle is the newest quad, defined by the chapel, the athletic center, and one dormitory, all of which surround a scenic amphitheater carved out of the gently sloping terrain. The next dorm to be built will complete this quad. The architecture at Millbrook is reminiscent of a traditional New England village, with all buildings clad in red brick or white clapboard, with slate roofs. All buildings completed since 2000 have been a collaboration between Board member Gil Schafer and the school’s architect, Daniela Voith.

The following table identifies the School's primary facilities, the year they were constructed, the year of the most recent renovation, and the approximate square footage of each facility.

Existing Campus Facilities

<u>Building</u>	<u>Constructed</u>	<u>Renovated</u>	<u>Square Footage</u>	<u>Principal Use</u>
Abbott Hall	1969	2001	19,000	Dormitory
Burton Hall	1986		11,500	Dormitory
Callard House	1935	2018	3,050	Admissions & Communications
Case Hall	1946	2018	19,000	Dormitory
Clark Hall	1939	2014	9,285	Dormitory
Flagler Chapel	1950	2019	10,000	Chapel
Guest House	1940	2015	8,800	Dormitory
Harris Hall	1932	2014	17,700	Dormitory
Harris-Kenan Language Center	2005	2018	3,500	Academic
Health Center	2012	2016	1,500	Infirmary
Holbrook Arts Center	2001		37,000	Academic
Math and Science Center	2008		25,000	Academic
Mill	1860	2016	2,600	Zoo gift shop
Mills Athletic Center	1996	2012	84,400	Athletics
Prum Hall	1934	2016	21,000	Dormitory
Pulling House	1910		5,770	Residence
Schoolhouse	1941	2018	17,000	Academic & Offices
The Barn	1890	2012	8,800	Student Center
Dining Hall	2016		15,000	Dining
Koenigsberger Hall	2014		27,000	Dormitory
Physical Plant Building	2017		12,000	Offices & Workshops
Trevor Zoo	1967	1998	8,938	Zoo
Total Square Footage			367,843	

In total, the School maintains over 70 individual buildings, including eight dormitories, 26 faculty residences, the Schoolhouse, the Dining Hall, the Mills Athletic Center, the Holbrook Arts Center, the Math and Science Center, Pulling House, the Barn, and the six-acre Trevor Zoo.

CAMPUS MAP

- 1 Mills Athletic Center
- 2 Koenigsberger Hall (girls dorm)
- 3 Burton Hall (boys dorm)
- 4 Shilkret House
- 5 Flagler Memorial Chapel & Colhoun Academic Center
- 6 Case Hall (boys dorm)
- 7 Guest House (girls dorm)
- 8 Clark Hall (girls dorm)
- 9 Schoolhouse
- 10 Callard House - Admission Office
- 11 Barn - College Counseling, School Store, Student Center, Cafe
- 12 Business Office
- 13 Prum Hall (boys dorm)
- 14 Holbrook Arts Center
- 15 Harris Hall (boys dorm)
- 15 Harris-Kenan Language Center
- 16 Dining Hall
- 17 Abbott Hall (girls dorm)
- 18 Pulling House - Headmaster's Residence
- 19 Alumni Office
- 20 Miller Brown Health Center
- 21 Maintenance Office
- 22 Farm
- 23 North/Upper Playing Fields - Cavanaugh, McWilliams & Callard Fields
- 24 Amphitheater
- 25 Tennis Courts
- 26 South/Lower Playing Fields - Ohio Field, Baseball Field
- 27 Mill - Zoo Entrance
- 28 Hamilton Math & Science Center
- 29 Trevor Zoo
- 30 Turf Field
- 31 Champions Softball Field



Carbon Neutrality

In 2020 the School announced that it had reached its goal of being carbon neutral. This was the culmination of a long process to put its mission into action. Millbrook is committed to environmental stewardship in its planning, practices, and educational direction based on its longstanding tradition of community service and stewardship of the natural world. Millbrook constructed a solar photovoltaic power field through its mission of environmental stewardship to reach its commitment to being carbon neutral. The 7-acre field has 5,852 panels that generate 2.2 million kWh/year. All new buildings have geothermal or ultra-efficient electric HVAC systems to reduce consumption of fossil fuels. The efforts now have shifted to further reduce fossil fuel consumption, and to eventually end the reliance on carbon offsets to remain carbon neutral.

ACCREDITATION AND MEMBERSHIPS

Millbrook is fully accredited by the New York State Association of Independent Schools (NYSAIS) and the Board of Regents of the State University of New York. Additionally, the School maintains memberships to the following educational organizations: The Association of Boarding Schools (TABS), National Association of Independent Schools (NAIS), New York State Association of Independent Schools (NYSAIS) National Association of Principals of Schools of Girls (NAPSG), Parents League of New York, Headmasters Association, Secondary School Admission Test Board (SSATB), The College Board, Connecticut Association of Independent Schools (CASE), Independent Schools Headmasters

Association (ISHA), Independent School Management (ISM), National Business Officers Association (NBOA), Education Records Bureau (ERB) and Business Association of the Housatonic Schools (BAHS).

RETIREMENT PLAN

The School maintains a defined contribution retirement plan under Section 403(b) of the Code. Employees who have met certain requirements, as defined in the plan, are eligible to participate. All eligible employees are required by the Plan to contribute 5% of their eligible compensation. Employees are permitted to make additional contributions up to the maximum amount permitted by the Code. As of January 1, 2019, the School's contribution for eligible employees with 1-5 years of service is 6%, with 6-10 years of service is 8% and for 11 years of service and over is 10%. There is no unfunded liability for the School's contributions.

In January 2013, the School established a deferred compensation plan under Code Section 457(b) ("457(b) Plan"), into which eligible employees can make elective deferrals of compensation, subject to limitations. Contributions by the School to the accounts of the 457(b) Plan participants are discretionary, non-forfeitable and 100% vested at all times.

Effective July 1, 2012, the School established a deferred compensation plan under Code Section 457(f) for eligible employees, into which the School will make annual contributions, subject to limitations. There were no contributions made by the School for the years ended June 30, 2020 and 2019.

INSURANCE POLICIES

The School carries standard industry insurance policies, including but not limited to auto, commercial fire, crime, general liability, umbrella, Directors & Officers liability, employment practice liability, trustee and fiduciary liability, business interruption, and workers compensation.

LITIGATION

Millbrook is party to litigation and other claims, from time to time, in its ordinary course of business. Currently, the School has no knowledge of any threatened or existing claims or litigation for which insurance coverage does not exist or for which an unfavorable judgment could reasonably be expected to have a material adverse effect on the School's financial condition.

* * * * *

Millbrook School

APPENDIX B

Describe why the Agency's assistance is necessary and if the applicant is unable to obtain Corporation financial assistance, what will be the impact on the Applicant and Dutchess County and/or municipality? Would the applicant proceed with the project without Corporation assistance?

As a 501(c)(3) corporation, Millbrook School is eligible to use tax-exempt debt financing for campus capital projects that further the mission of the School. The use of tax-exempt debt minimizes interest cost, allowing the School to invest in educational programs, financial aid, human capital, and other strategic initiatives to a greater extent than what would be available should the School use conventional taxable financing. The lower cost of tax-exempt debt allows the School to offer financial aid – which totals over \$4.7 million for the current school year – as well as tuition remission to children of faculty. Investing in human capital allows the School to employ a talented and highly qualified faculty while paying competitive salaries and benefits. Without DCLDC support of a tax-exempt financing, the higher cost of the project would require additional financial modeling and analysis on behalf of the School and its Board to determine if such projects would still be feasible.

To the extent the project serves a local market area, is there a recognized and demonstrable need for the products or services the project will provide in the project's market area?

Millbrook School's enrollment has grown steadily in recent years, indicating a growing demand for the educational and extracurricular program offered by the School. The School's enrollment totaled 330 students for the 2020-21 academic year. This level of enrollment marked a five-year high. The proposed improvements will allow the School to continue to update, expand, and improve its campus facilities with the goal of enhancing the overall experience for Millbrook students, faculty, and staff.

Is the project compatible with and will significantly assist and enhance all development plans for its area established formally or informally by local, county, state and federal authorities?

Yes, the project is located on the School's existing campus and is consistent with the School's campus master plan.

Will this project initially provide substantial employment and/or substantial capital investment and be of a nature which demonstrates a substantial long-term commitment of the beneficiary to the county, which makes it highly likely that the substantial increase in employment, capital investment will continue for a significant period of time?

Millbrook School has been located in Dutchess County for over 90 years. The proposed project includes a significant long-term capital investment. The project will include both temporary jobs (construction) and allow Millbrook to retain its current faculty and staff.