

**PRELIMINARY RESOLUTION  
Anderson Center Services, Inc. Refunding Project, Series 2017**

A Special Meeting of the Dutchess County Local Development Corporation (the "Issuer") was convened in public session on May 30, 2017 at 8:00 a.m., local time, at the Dutchess County Local Development Corporation's Offices, Three Neptune Road, Poughkeepsie, New York.

The meeting was called to order by the Chairman, with the following members being:

**PRESENT:** Timothy Dean, Vice Chairman  
Mark Doyle, Secretary/Treasurer  
Edward Summers  
Alfred D. Torreggiani  
Stacey M. Langenthal

**ABSENT:** Charles Daniels III, Chairman  
Angela E. Flesland

**ALSO PRESENT:** Sarah Lee, Chief Executive Officer  
Donald Cappillino, Counsel  
Marilyn Yerks, Chief Financial Officer  
Stephanie Renino, Compliance Officer

On motion duly made by Mark Doyle and seconded by Edward Summers, the following resolution (the "Resolution") was placed before the members of the Issuer:

**Resolution (i) Taking official action toward the issuance of an amount presently estimated to be approximately \$13,500,000.00 and in any event not to exceed \$16,000,000.00 principal amount of Tax-Exempt Revenue Bonds Series 2017 (Anderson Center Services, Inc. Refunding Project); and (ii) Authorizing the execution and delivery of an agreement by and between the Issuer and Anderson Center Services, Inc. with respect to the financing of the Project.**

**WHEREAS**, the Issuer was duly formed under §102(a)(5) of the New York Not-for-Profit Company Law ("N-PCL") as a local development company, a Type C Company under §201 of the N-PCL, for the purpose of conducting activities that will relieve and reduce unemployment in Dutchess County, New York (the "County"); promote and provide for additional and maximum employment in the County; better and maintain job opportunities in the County; instruct or train individuals in the County to improve or develop their capabilities for such jobs; carry on scientific research for the purpose of aiding the County by attracting new industry to the County; encourage the development of, or retention of, an industry in the County;

and lessen the burdens of government and acting in the public interest; and

**WHEREAS**, the Issuer's corporate powers include, but are not limited to, the power to finance facilities for not-for-profit corporations, acquire, improve, maintain, equip and furnish projects, to lease such projects and collect rent; to sell and convey any and all of its property, to loan the proceeds of its bonds to not-for-profit corporations and other entities whenever the Board of Directors shall find such action to be in furtherance of the purposes for which it was organized; and to issue bonds for the purpose of carrying out any of its powers; all bonds to be payable solely out of revenues and receipts derived from the leasing or sale by the Issuer of its projects; and

**WHEREAS**, Anderson Center Services, Inc., a New York not-for-profit corporation (the "Company"), has submitted an application to the Issuer (the "Application"), a copy of which application is on file at the office of the Issuer, which application requested that the Issuer consider undertaking a project (the "Project") for the benefit of the Company consisting of the issuance of tax-exempt bonds (the "Bonds") to be used for the refunding (the "Refunding") of the Dutchess County Industrial Development Agency's (Anderson Foundation for Autism, Inc. Project) Series 2007A Bonds and Series 2007B Bonds (collectively, the "2007 Bonds"), currently outstanding in the approximate aggregate principal amount of \$13,090,000, the funding of a debt service fund, if required, and costs of issuing the Bonds.

The proceeds of the 2007 Bonds were available to be used for all or a portion of the cost of acquiring, constructing, renovating, furnishing and/or equipping or otherwise providing for the facilities described in subparagraph (A) below (collectively, the "Facility"). The Facility is owned and operated by the Company and is located at Anderson Center Services, Inc., 4885 Route 9, Staatsburg, New York 12580 (the "Campus").

(A)(i) the acquisition of title to or a leasehold or other interest in two parcels of land containing in the aggregate approximately 104 acres located at the Campus and the existing improvements located thereon consisting principally of ten (10) residential dormitories containing in the aggregate approximately 30,200 sq. ft. for the housing of disabled youths and related office and other improvements (the "Existing Improvements"); (ii) the demolition of two (2) of the existing dormitory buildings containing in the aggregate approximately 16,400 sq. ft. located on the Land; (iii) the refinancing of approximately \$3,800,000 of existing taxable indebtedness incurred by the Company for the purpose of acquiring the Land and Existing Improvements and renovating the Existing Improvements to meet the life safety requirements of the Office of Mental Retardation and Developmental Disabilities and related capital expenditures; (iv) the acquisition and construction on the Land of four (4) approximately 3,500 square-foot dormitory buildings each to house eight to ten disabled youths from the ages of 5 to 21 years (the "Improvements"); (v) the acquisition and installation in and around the Existing Improvements and the Improvements of certain items of equipment, machinery, furniture, fixtures, and other personal property;

(B) the payment of certain costs and expenses incidental to the issuance of the 2007 Bonds;

(C) paying certain incidental expenses incurred in connection with the 2007 Bonds; and

(D) the sale of the Issuer's interest in the Facility financed with the 2007 Bonds to the Company; and

**WHEREAS**, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted by the Department of Environmental Conservation of the State of New York (the laws and regulations hereinafter collectively referred to as "SEQRA"), the Issuer must determine whether the financing of the Project by the Issuer may have a significant effect on the environment and therefore require the preparation of an Environmental Impact Statement; and

**WHEREAS**, to aid the Issuer in determining whether the financing, refinancing, construction, installation, furnishing, equipping and improving of the Project may have a significant impact on the environment, the Company has prepared and submitted to the Issuer an application and a Short Environmental Assessment Form dated May 11, 2017 (the "EAF") for the Project; and

**WHEREAS**, pursuant to the EAF and based on a review of the Application and representations by the Company, the Project constitutes a refunding of the Company's existing debt, which is a Type II action under 6 NYCRR §617.5(c)(23) and, therefore, will not have an adverse environmental impact pursuant to SEQRA; and

**WHEREAS**, the Issuer has not yet held a hearing pursuant to the Issuer's existing policy nor pursuant to §147(f) of the Internal Revenue Code of the 1986, as amended; and

**WHEREAS**, although the resolution authorizing the issuance of the Bonds has not yet been presented for approval by the Issuer, a Preliminary Agreement relative to the proposed issuance of the bonds by the Issuer has been presented for approval by the Issuer.

**NOW, THEREFORE, BE IT RESOLVED** by the Dutchess County Local Development Corporation, as follows:

1. Based upon the representations made by the Company to the Issuer, the Issuer hereby finds and determines that:

- (a) The Project constituted, and continues to constitute, a project within the scope of the corporate powers of the Issuer and is consistent with its corporate purposes in that the financing of the Project by the Issuer, through the issuance of the Bonds, will promote job opportunities, health, general prosperity and the

economic welfare of the inhabitants of Dutchess County, New York, and improve their standard of living;

- (b) It is desirable and in the public interest to issue the Bonds in the aggregate principal amount presently estimated to be Thirteen Million Five Hundred Thousand and 00/100 Dollars (\$13,500,000.00) but not to exceed Sixteen Million and 00/100 Dollars (\$16,000,000.00) for the purpose of financing the Project, together with the necessary expenses in connection therewith; and
- (c) Since this project is a refunding of the Company's existing debt, pursuant to 6 NYCRR §617.5(c)(23) it is a Type II action and therefore will not have a significant adverse environmental impact.

2. Subject to the conditions set forth in Section 3 of this Resolution, the Issuer will:

- (a) issue the bonds in an amount presently estimated to be Thirteen Million Five Hundred Thousand Dollars (\$13,500,000.00) but not to exceed Sixteen Million and 00/100 Dollars (\$16,000,000.00), the particular amount, series, maturities, interest rate, redemption terms and other terms and provisions to be determined by a further resolution of the Issuer;
- (b) loan the proceeds of the Bonds to the Company pursuant to a loan agreement by and between the Issuer and the Company, whereby the Company will be obligated under such loan agreement, among other things, to make payments to the Issuer in amounts and at times so that payments will be adequate to pay the principal of, premium, if any, and interest on all such Bonds; and
- (c) secure the Bonds in such manner as the Issuer, the Company or the purchasers of the Bonds mutually deem appropriate. The Issuer shall not be required to incur and shall not incur any financial liability with respect to the Project.

3. The issuance of the Bonds, as contemplated by Section 2 of this Resolution, and the findings and determinations set forth in this Resolution shall be subject to:

- (a) execution and delivery by the Company of the Preliminary Agreement attached hereto as Exhibit "A" setting forth certain conditions for the issuance of the Bonds;

- (b) agreement by the Issuer, the Company and the purchaser of the Bonds on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof;
- (c) approval of the issuance of the Bonds in accordance with the provisions of §147(f) of the Internal Revenue Code of 1986, as amended; and
- (d) receipt by the Issuer of evidence that all required approvals, in connection with the issuance of the Bonds have been obtained.

4. The form and substance of a proposed agreement (in substantially the form presented to this meeting) by and between the Issuer and the Company setting forth the undertakings of the Issuer and the Company with respect to the issuance of the Bonds and the providing of the Project (the "Preliminary Agreement") are hereby approved. The Chief Executive Officer and/or Chairman (or Vice Chairman) of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the Preliminary Agreement and the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer hereto and to attest to this meeting, with such changes in terms and conditions as the Chief Executive Officer or Chairman (or Vice Chairman) shall constitute conclusive evidence of such approval.

5. **[Reserved]**

6. The law firm of Hodgson Russ LLP, Albany, New York, is hereby appointed Bond Counsel to the Issuer in relation to the issuance of the Bonds.

7. Based upon the information provided by the Company to the Issuer in the Company's application for financing, the Issuer reasonably expects that expenditures to be incurred by the Company in connection with the Project prior to the date of issuance and sale of the Bonds will be reimbursed to the Company out of the proceeds of the Bonds. It is intended that this resolution shall constitute a declaration of official intent under United States Treasury Regulation 1.150-2.

8. Counsel to the Issuer and Bond Counsel for the Issuer are hereby authorized to work with counsel to the Company and others to prepare for submission to the Issuer all documents necessary to effect the authorization, issuance, and sale of the Bonds. The Company shall be responsible for the fees of Issuer, Issuer's Counsel and Bond Counsel in relation to this Project and the financing thereof.

9. The Chairman (or Vice Chairman) of the Issuer is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution. The Chief Executive Officer and/or Chairman (or Vice Chairman) of the Issuer is

hereby authorized, empowered and directed to cause a public hearing concerning this Project to be conducted after due notice by publication in accordance with law, which publication is hereby authorized, and is further authorized to appoint counsel or co-counsel to the Issuer as designee to conduct the public hearing. The Issuer hereby appoints each Member of the Issuer to serve as an Assistant Secretary of the Issuer for purposes of this transaction.

10. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was only put to vote on roll call, which resulted as follows:

Charles Daniels, III, Chairman	being	ABSENT
Timothy Dean, Vice Chairman	VOTING	"Aye"
Mark Doyle, Secretary/Treasurer	VOTING	"Aye"
Angela E. Flesland	being	ABSENT
Edward Summers	VOTING	"Aye"
Alfred D. Torreggiani	VOTING	"Aye"
Stacey M. Langenthal	VOTING	"Aye"

The Resolution was thereupon declared duly adopted.

Adopted: May 30, 2017

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF DUTCHESS )

I, the undersigned Secretary of the Dutchess County Local Development Corporation, **DO HEREBY CERTIFY:**

That I have compared the annexed extract of minutes of the meeting of the Dutchess County Local Development Corporation (the "Issuer"), including the resolution contained therein, held on May 30, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of and original insofar as the same related to the subject matters herein referred to.

That the Preliminary Agreement annexed hereto as Exhibit "A" is in substantially the same form presented to and approved at such meeting.

**I FURTHER CERTIFY**, that all members of said Issuer had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law Open Meetings Law, said meeting was open to the general public, and that public notice of the time and place of said meeting was only given in accordance with such Article 7.

**I FURTHER CERTIFY**, that there was a quorum of the members of the Issuer present throughout said meeting.

**I FURTHER CERTIFY**, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed, or modified.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of said Issuer this 30<sup>th</sup> day of May, 2017.

  
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Mark Doyle, Secretary

[SEAL]

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