

**BOND RESOLUTION – SERIES 2017B BONDS
ANDERSON CENTER SERVICES, INC. REFUNDING PROJECT**

A regular meeting of the Board of Directors of the Dutchess County Local Development Corporation (the “Issuer”) was convened in public session at the offices of the Issuer located at Three Neptune Road in the Town of Poughkeepsie, Dutchess County, New York on November 21, 2017 at 8:00 o’clock a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Board of Directors of the Issuer and, upon roll being called, the following members of the Board of Directors of the Issuer were:

PRESENT:

Timothy E. Dean	Vice Chairman
Mark Doyle	Secretary/Treasurer
Angela E. Flesland	Member
Alfred D. Torreggiani	Member

ABSENT:

Charles Daniels III	Chairman
Stacey M. Langenthal	Member
Edward Summers	Member

ISSUER STAFF PRESENT INCLUDED THE FOLLOWING:

Sarah Lee	Chief Executive Officer
Marilyn Yerks	Chief Financial Officer
Stephanie Renino	Compliance Officer
Donald Cappillino, Esq.	Issuer Counsel
Elizabeth Cappillino, Esq.	Issuer Counsel

The following resolution was offered by Angela E. Flesland, seconded by Mark Doyle, to wit:

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION OF ITS TAX-EXEMPT REVENUE REFUNDING BOND (ANDERSON CENTER SERVICES, INC. PROJECT), SERIES 2017B IN A PRINCIPAL AMOUNT NOT TO EXCEED \$9,500,000 AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, in April, 2010, a certificate of incorporation was filed with the New York Secretary of State’s Office (the “Certificate of Incorporation”) creating Dutchess County Local Development Corporation (the “Issuer”), a New York not-for-profit corporation, pursuant to Section 201 of the Not-For-Profit Corporation Law of the State of New York. Pursuant to the Certificate of Incorporation, the Issuer has the powers conferred by Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the “Enabling Act”). Pursuant to the provisions of Revenue Ruling 57-187 and Private Letter Ruling 200936012, the Issuer was formed as a public instrumentality of Dutchess County, New York (the “County”) only after (A) the County Legislature of the County, as the governing body of Dutchess County, by resolution adopted on April 12, 2010 (the “Sponsor Resolution”) approved the incorporation of the Issuer and (B) the County Legislature of the County appointed the initial members of

the board of directors of the Issuer, subject to the approval of the County Executive of the County; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, in April 2017, Anderson Center Services, Inc. (the "Company"), a New York not-for-profit corporation, presented an application (the "Application") to the Issuer, which Application requested that the Issuer consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) the refunding of all or a portion of the following bonds previously issued by the Dutchess County Industrial Development Agency (the "IDA"): the Variable Rate Demand Civic Facility Revenue Bonds (Anderson Foundation for Autism, Inc. Project), Series 2007A in the original aggregate principal amount of \$9,625,000 (the "Series 2007A Bonds") and the Variable Rate Demand Civic Facility Revenue Bonds (Anderson Foundation for Autism, Inc. Project), Series 2007B in the original aggregate principal amount of \$15,000,000 (the "Series 2007B Bonds," and collectively with the Series 2007A Bonds, the "Prior Bonds"), which Prior Bonds were issued for the purpose of financing a portion of the costs of a project (the "Prior Project") consisting of the following: (1)(a) 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 4885 Route 9, Staatsburg, New York (the "Land") 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"); (b) the demolition of two (2) of the existing dormitory buildings containing in the aggregate approximately 16,400 sq. ft. located on the Land; (c) 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 for People with Developmental Disabilities and related capital expenditures; (d) 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"); (e) 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 (the "Equipment" and together with the Land, the Existing Improvements and the Improvements, the "Facility"); (2) the payment of certain costs and expenses incidental to the issuance of the Prior Bonds; (3) paying certain incidental expenses incurred in connection with the Prior Bonds; and (4) the sale of the IDA's interest in the Facility financed with the Prior Bonds to the Company; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, in an amount then estimated to be approximately \$13,500,000 and in any event not to exceed \$16,000,000 (the "Obligations"); and (C) paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the board of directors of the Issuer on May 16, 2017 (the "Inducement Resolution"), the Chief Executive

Officer of the Issuer (A) caused notice of a public hearing of the Issuer (the "Public Hearing") pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and, as provided in the Certificate of Incorporation, pursuant to the applicable provisions of Section 859-a and Section 859-b of the General Municipal Law of the State of New York (the "GML"), to hear all persons interested in the Project and the financial assistance being contemplated by the Issuer with respect to the Project, to be published on May 31, 2017 in the Poughkeepsic Journal, a newspaper of general circulation available to the residents of the Town of Hyde Park, Dutchess County, New York, (B) caused notice of the Public Hearing to be posted on June 2, 2017 at the Town Hall in the Town of Hyde Park, 4383 Albany Post Road, Hyde Park, Dutchess County, New York, (C) caused notice of the Public Hearing to be mailed on June 2, 2017 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is located, (D) conducted the Public Hearing on June 16, 2017 at 9:00 o'clock a.m., local time at the Town Hall of the Town of Hyde Park located at 4383 Albany Post Road, Hyde Park, Dutchess County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") which fairly summarized the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the board of directors of the Issuer and to the County Executive of Dutchess County, New York (the "County Executive"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Issuer has by resolution previously adopted by the members of the board of directors of the Issuer determined that the Project constitutes a "Type II action" (as such quoted term is defined under SEQRA), and therefor that no further action with respect to the Project was required under SEQRA; and

WHEREAS, the Issuer now desires to authorize issuance of its Tax-Exempt Revenue Refunding Bond (Anderson Center Services, Inc. Project), Series 2017B in the principal amount of not to exceed \$9,500,000 (the "Series 2017B Bond") for the purpose of financing the portion of the costs of the Project consisting of the refunding of the Series 2007B Bonds, delegating to the Chairman of the Issuer authority to determine the final details of the Series 2017B Bond (the "Bond Details") once the marketing and sale of the Series 2017B Bond is completed and the Company has agreed to the Bond Details; and

WHEREAS, the Series 2017B Bond will be issued pursuant to this Bond Resolution, a certificate of determination dated the Closing Date (as defined in the Bond Details) (the "Certificate of Determination") executed by the Chairman of the Issuer and a bond purchase and disbursing agreement dated as of November 1, 2017 (the "Bond Purchase Agreement") by and among the Issuer, the Company, Manufacturers and Traders Trust Company, as disbursing agent (the "Disbursing Agent") and 233 Genesee Street Corporation, as initial purchaser of the Series 2017B Bond (the "Holder"); and

WHEREAS, simultaneously with the issuance of the Series 2017B Bond, the Issuer and the Company will execute and deliver a loan agreement dated as of November 1, 2017 (the "Loan Agreement") by and between the Issuer, as lender, and the Company, as borrower, pursuant to the terms of which Loan Agreement (A) the Issuer will agree (1) to issue the Series 2017B Bond, and (2) to make a loan to the Company of the proceeds of the Series 2017B Bond (the "Loan") for the purpose of assisting in financing the Project, and (B) in consideration of the Loan, the Company will agree (1) to cause the Project to be undertaken and completed, (2) to use the proceeds of the Loan advanced under the Bond Purchase Agreement to pay (or reimburse the Company for the payment of) the costs of the Project, and (3) to make payments sufficient in amount to pay when due all amounts due with respect to the Series 2017B Bond (the "Loan Payments") to or upon the order of the Issuer in repayment of the Loan, which Loan Payments shall include amounts equal to the Debt Service Payments due on the Series 2017B Bond; and

WHEREAS, pursuant to the Bond Purchase Agreement, the Disbursing Agent will disburse the proceeds of the Series 2017B Bond to the Company from time to time to pay the costs of the Project, but only upon satisfaction of the requirements for making such disbursements set forth in the Bond Purchase Agreement and in the hereinafter described Loan Agreement; and

WHEREAS, as security for the Series 2017B Bond, the Issuer will execute and deliver to the Holder a pledge and assignment dated as of November 1, 2017 (the "Pledge and Assignment") from the Issuer to the Holder, and acknowledged by the Company, which Pledge and Assignment will assign to the Holder certain of the Issuer's rights under the Loan Agreement. Pursuant to the Pledge and Assignment, basic Loan Payments made by the Company under the Loan Agreement are to be paid directly to the Holder; and

WHEREAS, as further security for the Series 2017B Bond, the Company has previously executed a master trust indenture dated as of October 1, 2010 (the "Master Indenture"), and the board of trustees of the Company has authorized the Company to execute a supplemental master indenture number three dated as of November 1, 2017 (the "Third Supplemental Master Indenture") (the Master Indenture and the Third Supplemental Master Indenture being sometimes collectively referred to as the "Initial Obligated Group Indenture"), each between the Company, on behalf of itself and all other present and future members of an obligated group (the "Obligated Group"), and Manufacturers and Traders Trust Company, as master trustee (the "Master Trustee"), pursuant to which the Obligated Group has issued (A) its Obligated Group Master Note Series 3 (the "Third Obligated Group Note") to secure the payment of the principal of, premium, if any, and interest on the Series 2017B Bond; and

WHEREAS, as security for the Series 2017B Bond and the Third Obligated Group Note and all other obligations issued by the Obligated Group under the Master Indenture (collectively, the "Obligated Group Obligations"), (A) the Company will execute and deliver to the Issuer a mortgage and security agreement dated as of November 1, 2017 (the "Mortgage") from the Company to the Issuer, which Mortgage, among other things, grants to the Issuer a mortgage lien on, and a security interest in, among other things, the Project Facility, and (B) in consideration of the delivery by the Master Trustee of the Third Obligated Group Note, the Issuer will execute and deliver to the Master Trustee an assignment of mortgage dated as of November 1, 2017 (the "Mortgage Assignment") from the Issuer to the Master Trustee, pursuant to which the Issuer will assign the Mortgage to the Master Trustee; and

WHEREAS, also simultaneously with the issuance of the Series 2017B Bond, the Prior Issuer, the Prior Trustee and the Company will execute and deliver a defeasance escrow agreement dated as of November 1, 2017 among the Prior Issuer, the Prior Trustee and the Company (the "Defeasance Escrow Agreement"), pursuant to which an escrow deposit (the "Defeasance Escrow Deposit") will be made with the Prior Trustee, in an amount sufficient to enable the Prior Trustee to (A) defease the Series 2007B Bonds in full and (B) redeem the Series 2007B Bonds in full; and

WHEREAS, the Series 2017B Bond will be further secured and marketed as provided in the Certificate of Determination; and

WHEREAS, the Holder will furnish to the Issuer a letter (the "Investment Letter") certifying that the Holder is an institutional investor which is purchasing the Series 2017B Bond for the purpose of investment and not with a view to, or for resale in connection with, any distribution of the Series 2017B Bond or any part thereof; and

WHEREAS, to demonstrate compliance with the provisions of the Code relating to the issuance of tax-exempt obligations, (A) the Issuer will (1) execute an arbitrage certificate dated the date of delivery

of the Series 2017B Bond (the "Initial Arbitrage Certificate") relating to certain requirements set forth in Section 148 of the Code relating to the Series 2017B Bond, (2) execute a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Series 2017B Bond (the "Information Return") pursuant to Section 149(e) of the Code, and (3) file the Information Return with the Internal Revenue Service, (B) the Company will execute a tax regulatory agreement dated the date of delivery of the Series 2017B Bond (the "Initial Tax Regulatory Agreement") relating to the requirements in Sections 145 through 150 of the Code relating to the Series 2017B Bond and (C) the Holder as initial purchaser of the Series 2017B Bond will execute a letter (the "Issue Price Letter") confirming the issue price of the Series 2017B Bond for purposes of Section 148 of the Code; and

WHEREAS, the Issuer now desires to (A) authorize the issuance of the Series 2017B Bond for the purpose of financing a portion of the costs of the Project; (B) delegate to the Chairman, Vice Chairman or Chief Executive Officer of the Issuer authority to determine the final details of the Series 2017B Bond (the "Bond Details") once the marketing and sale of the Series 2017B Bond is completed and the Company has agreed to the Bond Details, which Bond Details so determined may include but not be limited to the following: (1) whether an indenture is required in connection with the issuance of the Series 2017B Bond (an "Indenture"); (2) the principal amount of Series 2017B Bond to be issued; (3) the number of series thereof; (4) for each series of the Series 2017B Bond (each, a "Series"), (a) the authorized principal amount of such Series, (b) whether such Series shall include subseries of such Series (each, a "Subseries"), (c) the designation of such Series and any Subseries, (d) the purpose or purposes for which such Series is being issued, which shall be limited to (i) payment of the costs of the Project, (ii) payment of the costs of issuance of such Series, (iii) making a deposit to a debt service reserve fund securing such Series, if any, (iv) funding or refunding of the Series 2007B Bonds, which may include interest thereon, (v) funding or refunding of other debt of the Issuer or the IDA, which may include interest thereon, all or a portion of the proceeds of which were applied to making a loan to the Company, and (vi) exchanging bonds of such Series for bonds, notes or other evidences of indebtedness of the Company or of the Issuer issued on behalf of the Company, (e) whether a debt service reserve fund is established securing such Series, the debt service reserve fund requirement relating to same, the terms and conditions for such debt service reserve fund and the terms and conditions upon which a reserve fund facility may be used to fund all or a portion of the debt service reserve fund, (f) whether the bonds of a Series shall be issued as "draw-down" bond to be funded over time as provided in the Indenture, (g) the date or dates, the maturity date or dates and principal amounts of each maturity of the bonds of such Series and/or Subseries, the amount and date of each sinking fund installment, if any, and which bonds of such Series and/or Subseries are serial bonds or term bonds, if any, and the record date or record dates of the bonds of such Series and/or Subseries, (h) the interest rate or rates of the bonds of such Series and/or Subseries, whether the interest on such bonds of such Series and/or Subseries is includible in gross income for federal tax purposes (hereinafter referred to as the "Taxable Bonds") or excludible from gross income for federal tax purposes (hereinafter referred to as the "Tax-Exempt Bonds"), the terms providing for the conversion of bonds of such Series and/or Subseries from Taxable Bonds to Tax-Exempt Bonds, the date from which interest on the bonds of such Series and/or Subseries shall accrue, the dates on which interest on the bonds of such Series and/or Subseries shall be payable, (i) the denomination or denominations of and the manner of numbering and lettering the bonds of such Series and/or Subseries, (j) the trustee, bond registrar and paying agent or paying agents for such Series and/or Subseries and the place or places of payment of the principal, sinking fund installments, if any, or redemption price of and interest on the bonds of such Series and/or Subseries, (k) the redemption price or purchase in lieu of redemption price or redemption prices or purchase in lieu of redemption prices, if any, and the redemption or purchase in lieu of redemption terms, if any, for the bonds of such Series and/or Subseries, (l) provisions for the sale or exchange of the bonds of such Series and/or Subseries and for the delivery thereof, (m) the form of the bonds of such Series and/or Subseries and the form of the trustee's certificate of authentication thereon, if applicable, and whether any bonds of such Series and/or Subseries are to be issued as book entry bonds and the depository therefor, (n) if bonds of such Series and/or Subseries are to

be exchanged for bonds, notes or other evidence of indebtedness of the Company or the Issuer, the provisions regarding such exchange, (o) directions for the application of the proceeds of the bonds of such Series and/or Subseries, (p) if the bonds are to be issued pursuant to an Indenture, the trustee for such Series and/or Subseries, and (q) any other provisions deemed advisable by the Chairman, Vice Chairman or Chief Executive Officer of the Issuer not in conflict with the provisions of this Bond Resolution; (E) delegate to the Chairman, Vice Chairman or Chief Executive Officer of the Issuer authority to approve the form and substance of the hereinafter defined Issuer Documents; and (F) authorize execution and delivery by the Issuer of various documents relating to the issuance of the Series 2017B Bond, including but not limited to the hereinafter defined Issuer Documents;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby finds and determines that:

(A) By virtue of the Certificate of Incorporation and the Enabling Act, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Enabling Act and to exercise all powers granted to it under the Enabling Act; and

(B) The financing and/or refinancing of the Project Facility with the proceeds of the Loan to the Company will relieve and reduce unemployment, promote and provide for additional and maximum employment and better and maintain job opportunities, and thereby lessen the burdens of government; and

(C) It is desirable and in the public interest for the Issuer to issue and sell its Series 2017B Bond upon the terms and conditions determined by the Chairman, Vice Chairman or Chief Executive Officer of the Issuer once the marketing and sale of the Series 2017B Bond is completed and the Company has agreed to the Bond Details.

(D) Neither the members, directors or officers of the Issuer, nor any person executing the Series 2017B Bond, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. Further, that the Series 2017B Bond and the interest thereon are not and shall never be a debt of the State of New York, or County of Dutchess, New York or any political subdivision thereof, and neither the State of New York, or County of Dutchess, New York nor any political subdivision thereof shall be liable thereon; and

(E) The Finance Committee of the Issuer recommended the Issuer to consider this Bond Resolution authorizing the issuance of the Series 2017B Bond.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (A) authorize the Chairman, Vice Chairman or Chief Executive Officer of the Issuer the authority to (1) execute and deliver on behalf of the Issuer the Bond Purchase Agreement related to the Series 2017B Bond, (2) determine, on behalf of the Issuer, from time to time the Bond Details relating to the Series 2017B Bond, and (3) execute the Certificate of Determination authorizing issuance of the Series 2017B Bond and setting forth said Bond Details so determined; (B) issue the Series 2017B Bond from time to time on the terms and conditions set forth in the Certificate of Determination and the Bond Purchase Agreement, (C) sell the Series 2017B Bond to the Holder pursuant to the terms set forth in the Certificate of Determination and the Bond Purchase Agreement, (D) use the proceeds of the Series 2017B Bond to make the Loan to the Company for the purpose of financing all or a portion of the costs of issuance of the

Series 2017B Bond and all or a portion of the costs of the Project, (E) secure the Series 2017B Bond by assigning to the Holder pursuant to the Pledge and Assignment certain of the Issuer's rights under the Loan Agreement, including the right to collect and receive certain amounts payable thereunder, (F) further secure the Series 2017B Bond by executing and delivering the Mortgage and the Mortgage Assignment, (G) execute the Arbitrage Certificate and the Information Return with respect to the Series 2017B Bond, and (H) file the Information Return with the IRS with respect to the Series 2017B Bond.

Section 3. The Issuer hereby delegates to the Chairman, Vice Chairman or Chief Executive Officer of the Issuer the power to approve, on behalf of the Issuer, the form and substance of the Loan Agreement, the Bond Purchase Agreement, the Series 2017B Bond, the Pledge and Assignment, the Mortgage, the Mortgage Assignment, the Arbitrage Certificate, the Information Return, the Depository Letter, the Defeasance Escrow Agreement and any documents necessary and incidental thereto including, but not limited to, any documents authorized by any Certificate of Determination and approved by counsel to the Issuer (hereinafter collectively called the "Issuer Documents").

Section 4. Subject to receipt by the Issuer of a certificate executed from the County Executive indicating that the County Executive has approved the issuance of the Series 2017B Bond pursuant to, and solely for the purposes of, Section 147(f) of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver to the Holder its Series 2017B Bond in the principal amount of not to exceed \$9,500,000 or so much thereof as may, in the Certificate of Determination, be determined to be necessary to finance the Costs of the Project, in the form and in the amount and containing the other provisions determined by the Chairman, Vice Chairman or Chief Executive Officer of the Issuer in the Certificate of Determination, and the Company is hereby authorized to deliver said Series 2017B Bond to the purchaser thereof against receipt of the purchase price thereof, all pursuant to the Enabling Act and in accordance with the provisions of the Bond Purchase Agreement, this Bond Resolution and the Certificate of Determination, provided that:

(A) The Series 2017B Bond authorized to be issued, executed, sold and delivered pursuant to this Section 4 shall (1) be issued, executed and delivered at such time as the Chairman, Vice Chairman or Chief Executive Officer of the Issuer shall determine, and (2) be in such amount or amounts (not to exceed \$9,500,000), bear interest at the rate or rates, be issued in such form, be subject to redemption prior to maturity and have such other terms and provisions and be issued in such manner and on such conditions as are set forth in the Series 2017B Bond, the Bond Purchase Agreement and the Certificate of Determination, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this Bond Resolution.

(B) The Series 2017B Bond shall be issued solely for the purpose of providing funds to finance (1) the costs of making the Loan for the purpose of financing a portion of the costs of the Project as described in the Issuer Documents, and (2) all or a portion of the administrative, legal, financial and other expenses of the Issuer in connection with the Loan and the Project and incidental to the issuance of the Series 2017B Bond, including but not limited to any reserve funds relating to the Series 2017B Bond approved by the Certificate of Determination.

(C) Neither the members, directors nor officers of the Issuer, nor any person executing the Series 2017B Bond or any of the Financing Documents (as hereinafter defined) on behalf of the Issuer, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Series 2017B Bond and the interest thereon are not and shall never be a debt of the State of New York, or County of Dutchess, New York or any political subdivision thereof (other than the Issuer), and neither the State of New

York, nor the County of Dutchess, New York nor any political subdivision thereof (other than the Issuer) shall be liable thereon.

(D) The Series 2017B Bond, together with interest payable thereon, shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from the repayment of the Loan or from the enforcement of the security provided by the Financing Documents (as hereinafter defined) and the other security pledged to the payment thereof.

(E) The issuance of the Series 2017B Bond is subject to receipt by the Issuer of the certificate from the County Executive indicating that the County Executive has approved the issuance of such Series 2017B Bond pursuant to, and solely for the purposes of, Section 147(f) of the Code.

(F) Notwithstanding any other provision of this Bond Resolution, the Issuer covenants that it will make no use of the proceeds of the Series 2017B Bond or of any other funds of the Issuer (other than the Issuer's administrative fees) which, if said use had been reasonably expected on the date of issuance of the Series 2017B Bond, would have caused the Series 2017B Bond to be an "arbitrage bond" within the meaning of Section 148 of the Code.

Section 5. (A) The Chairman, Vice Chairman or Chief Executive Officer of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents and the other documents related thereto (collectively with the Issuer Documents, the "Financing Documents"), and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the forms thereof approved by the Chairman, Vice Chairman or Chief Executive Officer of the Issuer, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman or Chief Executive Officer of the Issuer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer of the Issuer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer of the Issuer is hereby further authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in and pursuant to the Loan Agreement).

Section 6. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this Bond Resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Financing Documents binding upon the Issuer.

Section 7. All action taken by the Chairman, Vice Chairman or Chief Executive Officer of the Issuer in connection with Section 5 of this Bond Resolution (if any) prior to the date of this Bond Resolution is hereby ratified and confirmed.

Section 8. The law firm of Hodgson Russ LLP is hereby appointed Bond Counsel to the Issuer with respect to all matters in connection with the Project. The Issuer has been informed that Hodgson Russ LLP has acted as counsel to Manufacturers and Traders Trust Company on unrelated matters. The Issuer hereby waives any potential conflict resulting from Hodgson Russ LLP acting as counsel to Manufacturers and Traders Trust Company on such other unrelated matters and authorizes the Chairman to execute any document or documents evidencing such waiver. Bond Counsel is hereby

authorized, at the expense of the Company, to work with the Company, the purchaser of the Series 2017B Bond and others to prepare, for submission to the Issuer, all documents necessary to effect the authorization, issuance, sale and delivery of the Series 2017B Bond and the transactions contemplated by this Bond Resolution.

Section 9. This Bond Resolution shall take effect immediately and the Series 2017B Bond is hereby ordered to be issued in accordance with this Bond Resolution.

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

Charles Daniels III	being	ABSENT
Timothy E. Dean	VOTING	“Aye”
Mark Doyle	VOTING	“Aye”
Angela E. Flesland	VOTING	“Aye”
Stacey M. Langenthal	being	ABSENT
Edward Summers	being	ABSENT
Alfred D. Torreggiani	VOTING	“Aye”

The foregoing Bond Resolution was thereupon declared duly adopted.

Adopted: November 21, 2017

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

I, the undersigned Secretary of Dutchess County Local Development Corporation (the "Issuer"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Board of Directors of the Issuer, including the Resolution contained therein, held on November 21, 2017 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board of Directors of the Issuer had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Issuer this 21st day of November, 2017.



Mark Doyle, Secretary

(SEAL)