

BOND RESOLUTION

**DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION
REVENUE BONDS, SERIES 2016a
(THE CULINARY INSTITUTE OF AMERICA PROJECT)**

A regular meeting of the Board of Directors of Dutchess County Local Development Corporation (the "Issuer") was convened in public session in the offices of the Issuer located at Three Neptune Road, Town of Poughkeepsie, Dutchess County, New York on July 19, 2016 at 8:00 o'clock a.m., local time.

The meeting was called to order by the 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: Charles Daniels III, Chairman
Phyllis DiStasi Keenan, Secretary/Treasurer
Edward Summers
Mark Doyle
Alfred D. Torreggiani

ABSENT: Timothy Dean, Vice Chairman
Angela E. Flesland, Assistant Secretary

ALSO PRESENT: Sarah Lee, Chief Executive Officer
Donald Cappillino, Counsel

The following resolution was offered by Edward Summers, and seconded by Mark Doyle, to wit:

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY BY DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION OF ITS TAX-EXEMPT REVENUE BONDS, SERIES 2016A (THE CULINARY INSTITUTE OF AMERICA PROJECT) AND ITS TAXABLE REVENUE BONDS, SERIES 2016B (THE CULINARY INSTITUTE OF AMERICA PROJECT) IN THE AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE \$38,000,000 BUT NOT TO EXCEED \$42,000,000 AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND INSTRUMENTS IN CONNECTION THEREWITH.

RECITALS

WHEREAS, the Issuer was created pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act"); and pursuant to the provisions of the Enabling Act and Revenue Ruling 57-187 and Private Letter Ruling 200936012,

the County Legislature of Dutchess County, New York (the “**County**”) adopted a resolution on April 12, 2010 (A) authorizing the incorporation of the Issuer under the Enabling Act, and (B) appointing the initial members of the Board of Directors of the Issuer; and in April, 2010, a Certificate of Incorporation was filed with the New York Secretary of State’s Office (the “**Certificate of Incorporation**”) creating the Issuer as a public instrumentality 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, at the request of The Culinary Institute of America, (the “**Institution**”), a State of New York not-for-profit corporation, exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), the Issuer proposes to issue its tax-exempt Revenue Bonds, Series 2016A (The Culinary Institute of America Project) (the “**Series 2016A Bonds**”) and its Taxable Revenue Bonds, Series 2016B (The Culinary Institute of America Project) (the “**Series 2016B Bonds**”) in the aggregate principal amount presently estimated to be \$38,000,000 but not to exceed \$42,000,000 (collectively, the Series 2016A Bonds and the Series 2016B bonds are referred to herein as the “**Bonds**”) for the benefit of the Institution; and

WHEREAS, the Facility will be owned and operated by the Institution, will be located at the Institution’s campus located at 1946 Campus Drive, Hyde Park, New York 12583 (the “**Campus**”) and the Project will consist of the following:

- (A) the refunding of a portion of the Dormitory Authority of the State of New York’s (“**DASNY**”) The Culinary Institute of America Revenue Bonds, Series 2004A (the “**Series 2004A Bonds**”), in the original principal amount of \$9,760,000, with a principal amount currently outstanding in the approximate sum of \$5,675,000, and The Culinary Institute of America Revenue Bonds, Series 2004C (the “**Series 2004C Bonds**”), in the original and outstanding principal amount of \$23,725,000 (the Series 2004A Bonds and the Series 2004C Bonds are collectively referred to herein as the “**Series 2004 Bonds**”), the proceeds of which Series 2004 Bonds were used for: (a) the construction on the Institution’s Campus of four three-story student dormitory facilities, each with approximately 25,000 square feet and approximately 73 beds; (b) the reconfiguration and expansion of existing

surface parking facilities on the Campus resulting in the net addition of approximately 350 parking spaces (subsections (a) and (b) shall be referred to herein as the “**Series 2004 Facility**”); and (c) the advance refunding of DASNY’s Culinary Institute of America Insured Revenue Bonds, Series 1997 (the “**Series 1997 Bonds**”), the proceeds of which were used to fund the construction of a new 54,000 square foot student recreation center on the Campus which included, among other things, athletic facilities, a student restaurant, a kitchen, a multi-purpose room, a lounge, and a student activities office (the “**Series 1997 Facility**”);

- (B) the financing of (i) improvements and renovations to the teaching kitchens located in the academic buildings on Campus, including renovations to air conditioning systems, air handlers and hoods, repair and replacement of flooring, walls, ceiling tiles and equipment and the creation of a new teaching bakeshop in the Continuing Education Building; (ii) improvements and renovations to the dining room and front service counter for the Apple Pie Bakery Café; (iii) improvements and renovations to the five restaurants on Campus, including replacement of equipment, painting, and repair and replacement of flooring, furniture and bathrooms; (iv) improvements and renovations to all residence halls, including window replacements, renovation of elevator shafts, replacement of carbon dioxide and smoke detectors, interior painting and repair and replacement of exterior trim, lighting, flooring, and window blinds; (v) improvements and renovations to the Student Commons, including replacement of heating, cooling and humidity control systems for the indoor pool and refinishing the gym and racquetball court flooring; (vi) improvements and renovations to the main floor of the Library; (vii) improvements and renovations to Roth Hall, including bathroom renovations, carpet replacement, and replacement of flooring and furniture; (viii) improvements and renovations to other administrative buildings on Campus, including replacement of flooring and furniture; and (ix) Campus-wide exterior improvements, including curbing, sidewalk and staircase repairs, resurfacing roadways and parking lots and renovations to the courtyard of Hudson Hall and the plaza of the Library (collectively, the “**Series 2016 Facility**”, and together with the Series 1997 Facility and the Series 2004 Facility, collectively, the “**Facility**”);
- (C) paying redemption premiums in connection with the Series 2004 Bonds and the costs of terminating any interest rate swap in connection with the Series 2004C Bonds;
- (D) paying all or a portion of the costs incidental to the issuance of the Series 2016A Bonds (including issuance costs of the Series 2016A Bonds) (collectively, paragraphs (A), (B), (C) and (D) shall be referred to here as the “**Project**”); and

WHEREAS, the maximum aggregate principal amount of the Bonds is \$42,000,000. The Issuer is considering whether (a) to undertake the Project, (b) to finance the

Project by issuing, from time to time, the Bonds, (c) to loan the proceeds of the Bonds to the Institution to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, and (d) to provide certain exemptions from taxation with respect to the Project, including a potential exemption from mortgage recording taxes with respect to any documents recorded by the Issuer with respect to the Project in the office of the County Clerk of Dutchess County, New York or elsewhere (collectively, the “**Financial Assistance**”); and

WHEREAS, in response to the receipt by the Issuer of an application received from the Institution, the Chairman of the Issuer (A) caused a notice of public hearing of the Issuer to hear all persons interested in the Project to be published on June 14, 2016 in the *Poughkeepsie Journal*, a newspaper of general circulation available to the residents of Dutchess County, New York and the City of Poughkeepsie; (B) caused a notice of the public hearing to be mailed on June 13, 2016 to the Dutchess County Executive, the Mayor of the City of Poughkeepsie and the Superintendent of the Poughkeepsie City School District; (C) conducted the public hearing on June 29, 2016 at 9:30 o’clock, a.m., local time at the Dutchess County Legislative Chambers, 22 Market Street, 6th Floor, Poughkeepsie, (located in the City of Poughkeepsie, the Dutchess County Seat); and (D) caused a transcript report of the public hearing to be made (the “**Public Hearing Report**”) which fairly reported the views presented at such public hearing and caused a copy of said Public Hearing Report to be made available to the members of the Board of Directors of the Issuer; 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 6 NYCRR Part 617, as amended (the “**Regulations**”) and collectively with the SEQR Act, “**SEQRA**”), the Issuer has determined that the Project is a “Type II Action” pursuant to 6 NYCRR §617.5(c)(1), (2) and (23) (as such quoted term is used in SEQRA) which will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

WHEREAS, the Issuer will issue the Bonds under this resolution (the “**Bond Resolution**” or the “**Resolution**”), an Indenture of Trust, dated as of August 1, 2016 (the “**Indenture**”), by and between the Issuer and The Bank of New York Mellon, as trustee (the “**Trustee**”) for the holders of the Bonds and any additional bonds issued by the Issuer under the Indenture; and

WHEREAS, also simultaneously with the issuance of the Bonds, the Issuer and the Institution will execute and deliver a Loan Agreement, dated as of August 1, 2016 (the “**Loan Agreement**”) by and between the Issuer and the Institution, pursuant to the terms of which Loan Agreement the Institution will make certain payments to or upon the order of the Issuer, which payments shall include amounts equal to the debt service payments due on the Bonds; and

WHEREAS, pursuant to the terms of the Indenture, the net proceeds of the sale of the Bonds (the “**Bond Proceeds**”) will be deposited into various trust funds held by the Trustee under the Indenture and will be disbursed by the Trustee to pay a portion of the Costs of the Project (as defined in the Indenture of Trust), but only upon satisfaction of the requirements for making such disbursements set forth in the Indenture of Trust and in the Loan Agreement; and

WHEREAS, as evidence of its indebtedness under the Loan Agreement, the Institution will execute a Promissory Note (the “**Promissory Note**”) to the Issuer in the amount of the Bonds, which Promissory Note shall be assigned by the Issuer to the Trustee; and

WHEREAS, to secure the Bonds, the Institution will grant a mortgage lien on and security interest in the Mortgaged Property (as such term is defined in the Indenture) to the Issuer and the Trustee pursuant to a Mortgage and Security Agreement, dated as of August 1, 2016 (the “**Mortgage**”), from the Institution to the Issuer, and the Issuer will assign its rights, title and interest under the Mortgage to the Trustee pursuant to an Assignment of Mortgage and Security Agreement, dated the date of delivery of the Bonds (the “**Assignment**”), from the Issuer to the Trustee; and

WHEREAS, the Bonds will be initially purchased by J.P. Morgan Securities LLC and Barclays Capital, Inc., collectively, acting as underwriter for the Bonds (the “**Underwriters**”) pursuant to a Bond Purchase Agreement dated a date to be determined by and between the representative of the Underwriters and the Issuer and approved by the Institution and the Institution will execute and deliver a Letter of Representation dated a date to be determined to the Issuer and the Underwriters (collectively, the “**Bond Purchase Agreement**”); and the Underwriters will utilize a Preliminary Official Statement (the “**Preliminary Official Statement**”) and a final Official Statement (the “**Official Statement**”) in connection with the offering of the Bonds; and the Underwriters also intend to obtain a rating of the Bonds from one or more securities rating agencies; and

WHEREAS, to assist the Underwriters in complying with the requirements of Rule 15c2-12 of the Securities and Exchange Commission, the Institution will execute and deliver to the Underwriters, the Trustee and Digital Assurance Certification, L.L.C. a Continuing Disclosure Agreement, dated as of August 1, 2016 (the “**Continuing Disclosure Agreement**”) relating to the Bonds; and the Bonds will be issued as “book-entry-only” obligations to be held by The Depository Trust Company, as depository for the Bonds; and

WHEREAS, to demonstrate compliance with the provisions of the Code relating to the issuance of the Series 2016A Bonds, (A) the Issuer will execute a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to the Bonds (the “**Information Return**”) pursuant to Section 149(e) of the Code, and file the Information Return with the Internal Revenue Service; and (B) the Issuer and the Institution will execute a Tax Regulatory Agreement dated the date of delivery of the Bonds (the “**Tax Regulatory Agreement**”) relating to the requirements in Sections 103 and 145 through 150 of the Code relating to the Series 2016A Bonds; and

WHEREAS, the Issuer now desires to (A) authorize or ratify and confirm, (as applicable) the circulation of the Preliminary Official Statement in connection with the marketing of the Bonds, (B) authorize the circulation of the Official Statement in connection with the marketing of the Bonds, and (C) authorize the issuance of the Bonds for the purpose of paying a portion of the Costs of the Project, delegating to the Chairman and/or the Chief Executive Officer of the Issuer authority to determine the final details of the Bonds (the “**Bond Details**”) once the

marketing of the Bonds is completed and the Institution has agreed to the Bond Details including, if applicable, the securing of bond insurance from a bond insurer on such terms as the Institution may agree.

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, the Amendment to 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 Project and the financing thereof with the proceeds of the loan to the Institution 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;

(C) The actions herein will not have a significant adverse effect upon the environment pursuant to SEQRA for the reasons set forth in the Recitals to this Resolution; and

(D) It is desirable and in the public interest for the Issuer to issue and sell its Bonds upon the terms and conditions set forth in the Indenture and the Bond Purchase Agreement and as determined by the Chairman and/or the Chief Executive Officer of the Issuer once the marketing of the Bonds is completed and the Institution has agreed to the Bond Details.

Section 2. In consequence of the foregoing, the Issuer hereby determines to:

(A) issue the Bonds on the terms and conditions set forth in the Indenture and the Bond Purchase Agreement; (B) sell the Bonds to the initial purchaser thereof pursuant to the terms set forth in the Indenture of Trust and the Bond Purchase Agreement; (C) use the proceeds of the Bonds to make the loan to the Institution for the purpose of paying a portion of the Costs of the Project; (D) authorize the use of the Official Statement in connection with the sale of the Bonds; (E) assign the Mortgage to the Trustee pursuant to the Assignment, and (F) execute any and all related documents, instruments, and certificates.

Section 3. The form and substance of the Loan Agreement, the Indenture of Trust, the Bonds, the Bond Purchase Agreement, the Assignment, the Tax Regulatory Agreement the Preliminary Official Statement, the Official Statement, and any documents necessary and incidental thereto including, but not limited to, any documents approved by counsel to the Issuer (collectively, the “**Issuer Documents**”) are hereby approved.

Section 4. The Issuer is hereby authorized to issue, execute, sell and deliver to the Trustee for authentication the Bonds to pay a portion of the Costs of the Project, in the form and in the amount and containing the other provisions determined by the Chairman and/or the Chief Executive Officer of the Issuer, and the Chairman and/or Chief Executive Officer of the Issuer is hereby authorized to deliver said Bonds to the purchasers thereof against receipt of the purchase price thereof, all pursuant to the Enabling Act and in accordance with the provisions of the Indenture, this Bond Resolution, and the Bond Purchase Agreement, provided that:

(A) The Bonds 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 and/or the Chief Executive Officer of the Issuer shall determine, and (2) 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 Bonds, the Indenture and the Bond Purchase Agreement, or as are hereinafter approved by the Chairman and/or the Chief Executive Officer of the Issuer in accordance with Section 5 hereof, 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 Bonds shall be issued solely for the purpose of providing funds to finance the Costs of the Project as described in the Financing Documents (as hereinafter defined) and 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 Bonds.

(C) Neither the members, directors nor officers of the Issuer, nor any person executing the Bonds 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 Bonds and the interest thereon are not and shall never be a debt of the State of New York, or Dutchess County, New York or any political subdivision thereof, and neither the State of New York, or Dutchess County, New York nor any political subdivision thereof shall be liable thereon.

(D) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from 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.

Section 5. (A) Upon receipt of advice from counsel to the Issuer that the Preliminary Official Statement is in substantially final form, the Issuer hereby delegates to the Chairman and/or the Chief Executive Officer of the Issuer the authority to (or, as applicable, ratifies and confirms the actions of the Chairman and/or the Chief Executive Officer to) (1) deem the Preliminary Official Statement final (except for the permitted omissions described in paragraph

(b)(1) of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended) by executing a certificate to that effect, (2) authorize the Underwriters to circulate the Preliminary Official Statement and (3) execute and deliver any other documents or agreements requested by the Underwriters in connection with the circulation of the Preliminary Official Statement by the Underwriters.

(B) Upon receipt of advice from counsel to the Issuer that the Issuer has received from the Underwriters the results of the initial marketing of the Bonds and has received from the Institution evidence that the Institution has accepted the results of the marketing of the Bonds, the Issuer hereby delegates to the Chairman and/or the Chief Executive Officer of the Issuer the authority to (1) execute and deliver the Bond Purchase Agreement on behalf of the Issuer and (2) determine, on behalf of the Issuer, the final Bond Details.

(C) The Chairman and/or the Chief Executive Officer of the Issuer are 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 form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman and/or the Chief Executive Officer shall approve, the execution thereof by the Chairman and/or the Chief Executive Officer to constitute conclusive evidence of such approval including such changes to the Financing Documents as are deemed appropriate by the Chairman and/or the Chief Executive Officer of the Issuer to provide for bond insurance provided by a bond insurer selected by the Institution.

(D) The Chairman and/or the Chief Executive Officer of the Issuer are hereby further authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in and pursuant to the Indenture).

(E) The Chairman and/or the Chief Executive Officer of the Issuer are hereby further authorized to execute any documentation requested by the Underwriter to indicate the Issuer’s approval of the Preliminary Official Statement and/or the Official Statement.

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 Chief Executive Officer of the Issuer in connection with the Section 5(A) and (B) of this Bond Resolution, prior to the date of this Bond Resolution, is hereby ratified and confirmed.

Section 8. This Bond Resolution shall take effect immediately and the Bonds are 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, Chairman	VOTING	"Aye"
Timothy Dean, Vice Chairman	Being	ABSENT
Phyllis DiStasi Keenan, Secretary/Treasurer	VOTING	"Aye"
Angela E. Flesland, Assistant Secretary	Being	ABSENT
Edward Summers	VOTING	"Aye"
Mark Doyle	VOTING	"Aye"
Alfred D. Torreggiani	VOTING	"Aye"

The foregoing Bond Resolution was thereupon declared duly adopted.

Adopted: July 19, 2016

CERTIFICATION

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 the minutes of the meeting of the Dutchess County Local Development Corporation (the "Issuer"), including the resolution contained therein, held on the 19th day of July, 2016 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 said original insofar as the same relates to the subject in matters therein referred to.


That the Financing Documents and the Bonds are approved by said meeting or as duly approved hereunder.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Issuer had due notice of said meeting and that the meeting was in all respects duly held.

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 as of the 19th day of July, 2016.



Phyllis DiStasi Keenan, Secretary

[SEAL]