

**PRELIMINARY RESOLUTION
MILLBROOK SCHOOL SERIES 2026 BONDS**

A regular meeting of the Dutchess County Local Development Corporation was convened in public session on February 18, 2026 at 8:10 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: Mark Doyle, Chairman
Ronald J. Piccone, II, Vice Chairman/Treasurer
Thomas J. LeCount, Secretary
Brian C. Berryann

ABSENT: Amy L. Bombardieri
Laine Belmonte

ALSO PRESENT: Robin Mack, Chief Executive Officer
Jane Denbaum, Chief Financial Officer
Donald Cappillino, Counsel
Elizabeth A. Cappillino, Counsel

On motion duly made by Ronald J. Piccone, II, and seconded by Thomas J. LeCount, the following resolution (the "**Resolution**") was placed before the members of the Dutchess County Local Development Corporation:

Resolution (i) Taking official action toward the issuance of an amount not to exceed \$12,000,000 principal amount of Tax-Exempt Bonds Series 2026 (Millbrook School Project); and (ii) Authorizing the execution and delivery of an agreement by and between the Issuer and Millbrook School with respect to the financing of the Project.

WHEREAS, the Dutchess County Local Development Corporation (the "**Issuer**") was duly formed under §102(a)(5) of the New York Not-for-Profit Corporation Law ("**N-PCL**") as a local development corporation, a Type C Corporation 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 education 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 of the Issuer 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, Millbrook School, a New York not-for-profit corporation (the “**School**”), and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), 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 provide financing for the School in the form of tax-exempt Revenue Bonds in an aggregate principal amount presently estimated to be and not to exceed \$12,000,000 (the “**Series 2026 Bonds**”), the proceeds of which are to be used for the purposes of financing a project (the “**Project**”), consisting of:

- (A) Paying the costs of construction, installation, renovation, improvement, furnishing and equipping of certain educational and other facilities located at the School’s campus located at 131 Millbrook School Road, Millbrook, New York 12545 (the “**Campus**”);
- (B) the paying of all or a portion of the costs incidental to the issuance of the Series 2026 Bonds, including issuance costs of the Series 2026 Bonds and any reserve funds as may be necessary to secure the Series 2026 Bonds; and
- (C) The granting of certain other financial assistance with respect to the foregoing, including potential exemptions from mortgage recording taxes (collectively with the Series 2026 Bonds, the “**Financial Assistance**”); 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, the Project has undergone a coordinated review under SEQRA by the Town of Stanford Planning Board (the “**Planning Board**”), as Lead Agency under SEQRA; and

WHEREAS, by resolution dated June 25, 2025 (the “**SEQRA Resolution**”), the Planning Board adopted a SEQRA Findings Statement (the “**Findings Statement**”), certified that the requirements of the SEQRA regulations had been met and made a Negative Declaration and Determination of Non-Significance (the “**Negative Declaration**”) determining that the Project will not have a “significant impact” or “significant effect” on the environment as defined under SEQRA with the reasons for its determination stated therein; and

WHEREAS, the Issuer hereby adopts the reasoning set forth in the SEQRA

Resolution and Negative Declaration and hereby determines that the Project will not have a “significant impact” or “significant effect” on the environment as defined under SEQRA; and

WHEREAS, the Issuer has not yet held a hearing pursuant to §147(f) of the Code;
and

WHEREAS, although the resolution authorizing the issuance of the Series 2026 Bonds has not yet been presented for approval by the Issuer, a Preliminary Agreement relative to the proposed issuance of the Series 2026 Bonds by the Issuer has been presented for approval by the Issuer.

NOW, THEREFORE, BE IT RESOLVED by the Issuer, as follows:

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

- (a) The Project constitutes 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 Series 2026 Bonds will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County, and improve their standard of living; and
- (b) It is desirable and in the public interest to issue the Series 2026 Bonds in an aggregate principal amount not to exceed \$12,000,000 for the purpose of financing the Project, together with the necessary expenses in connection therewith; and
- (c) As set forth in the Planning Board’s SEQRA Resolution and Negative Declaration, the Project will not have a “significant adverse impact” or “significant adverse effect” on the environment as defined under SEQRA and the Issuer hereby adopts the reasoning and findings set forth in the SEQRA Resolution and Negative Declaration.

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

- (a) issue the Series 2026 Bonds in an aggregate principal amount not to exceed \$12,000,000, the particular amount, maturities, interest rate, redemption terms and other terms and provisions to be determined by a further resolution of the Issuer;
- (b) if required in connection with the undertaking of the Project, acquire title to or a leasehold interest in the Project;

- (c) if required in connection with the undertaking of the Project, lease (with option to purchase) or sell the Facility to the School pursuant to an agreement by and between the Issuer and the School, or, in the alternative, loan the proceeds of the Series 2026 Bonds to the School pursuant to a loan agreement by and between the Issuer and the School, whereby the School will be obligated under such agreement or loan agreement, as the case may be, 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 Series 2026 Bonds; and
- (d) secure the Series 2026 Bonds in such manner as the Issuer, the School or the purchasers of the Series 2026 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 Series 2026 Bonds, as contemplated by Section 2 of this Resolution, shall be subject to:

- (a) execution and delivery by the School of the Preliminary Agreement attached hereto as Exhibit "A" setting forth certain conditions for the issuance of the Series 2026 Bonds;
- (b) agreement by the Issuer, the School and the purchaser of the Series 2026 Bonds on mutually acceptable terms for the Series 2026 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 Series 2026 Bonds in accordance with the provisions of §147(f) of the Code;
- (d) receipt by the Issuer of evidence that all required approvals, in connection with the issuance of the Series 2026 Bonds has 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 School setting forth the undertakings of the Issuer and the School with respect to the issuance of the Series 2026 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 is 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. The law firm of Ballard Spahr LLP, Philadelphia, Pennsylvania, is hereby

appointed Bond Counsel to the Issuer in relation to the issuance of the Series 2026 Bonds.

6. Based upon the information provided by the School to the Issuer in the School's application for financing, the Issuer reasonably expects that expenditures to be incurred by the School in connection with the Project prior to the date of issuance and sale of the Series 2026 Bonds, in an aggregate principal amount not to exceed \$12,000,000 will be reimbursed to the School out of the proceeds of the Series 2026 Bonds. It is intended that this resolution shall constitute a declaration of official intent under United States Treasury Regulation 1.150-2.

7. Counsel to the Issuer and Bond Counsel for the Issuer are hereby authorized to work with counsel to the School and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance, and sale of the Series 2026 Bonds. The School shall be responsible for the fees of Issuer, Issuer's Counsel and Bond Counsel in relation to the Project and the financing thereof.

8. The Chairman (or Vice Chairman) of the Issuer is hereby authorized and directed to distribute copies of this Resolution to the School 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 and is further authorized to appoint counsel to the Issuer as designee to conduct the public hearing. The Issuer hereby appoints each Member of the Issuer and the Issuer Counsel to serve as an Assistant Secretary of the Issuer for the purposes of this Project.

9. This Resolution shall take effect immediately.

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

Mark Doyle, Chairman	VOTING	"Aye"
Ronald J. Piccone, II, Vice Chairman/Treasurer	VOTING	"Aye"
Thomas J. LeCount, Secretary	VOTING	"Aye"
Amy L. Bombardieri	being	ABSENT
Brian C. Berryann	VOTING	"Aye"
Laine Belmonte	being	ABSENT

The Resolution was thereupon declared duly adopted.

Adopted: February 18, 2026

**PRELIMINARY AGREEMENT
MILLBROOK SCHOOL SERIES 2026 BONDS**

THIS PRELIMINARY AGREEMENT (the “**Preliminary Agreement**”), made as of February 18, 2026 between the **DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION**, a not-for-profit corporation, organized and existing under the Not-For-Profit Corporation Law of the State of New York, having offices at Three Neptune Road, Poughkeepsie, New York 12601 (the “**Issuer**”), and **MILLBROOK SCHOOL**, a New York not-for-profit corporation, organized and existing under the Laws of the State of New York, having offices at 131 Millbrook School Road, Millbrook, New York 12545 (the “**School**”).

WHEREAS, the Issuer was duly formed under §102(a)(5) of the New York Not-for-Profit Corporation Law (“**N-PCL**”) as a local development corporation, a Type C Corporation 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 whenever the Board of Directors of the Issuer 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, the School has submitted an application to the Issuer, a copy of which application is on file at the office of the Issuer, which application requested that the Issuer consider undertaking a project for the benefit of the School consisting of the issuance of tax-exempt revenue bonds under Section 145 of the Internal Revenue Code of 1986, as amended (the “**Code**”) in an aggregate principal amount presently estimated to be and not to exceed \$12,000,000 (the “**Series 2026 Bonds**”), the proceeds of which are to be used for the purposes of financing a project (the “**Project**”), consisting of:

- (A) Paying the costs of construction, installation, renovation, improvement, furnishing and equipping of certain educational and other facilities located at the School’s campus located at 131 Millbrook School Road, Millbrook, New York 12545 (the “**Campus**”);
- (B) the paying of all or a portion of the costs incidental to the issuance of the Series 2026 Bonds, including issuance costs of the Series 2026 Bonds and any reserve funds as may be necessary to secure the Series 2026 Bonds; and

- (C) The granting of certain other financial assistance with respect to the foregoing, including potential exemptions from mortgage recording taxes (collectively with the Series 2026 Bonds, the “**Financial Assistance**”); and

WHEREAS, the Issuer has determined that the financing of the Project will promote and further its corporate purposes; and

WHEREAS, on February 18, 2026, the Issuer adopted a Preliminary Resolution (the “**Preliminary Resolution**”) authorizing the Project and the execution of this Preliminary Agreement; and

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Issuer and the School agree as follows:

1. Undertakings of the Issuer. Based upon the statements, representations, and undertakings of the School and subject to the conditions set forth herein and in the Preliminary Resolution, the Issuer agrees as follows:

(a) The Issuer shall authorize, sell, and deliver an issue of its Series 2026 Bonds, pursuant to the terms of the Act as then in force, in an aggregate principal amount presently estimated to be and not to exceed \$12,000,000 the purpose of financing the Project and paying necessary incidental expenses in connection therewith, and funding any debt service reserve fund to be pledged to secure the Series 2026 Bonds.

(b) The Issuer shall adopt, or cause to be adopted, such proceedings and authorize the execution of such documents as may be necessary or advisable for (i) the authorization, issuance, and sale of the Series 2026 Bonds, (ii) the financial assistance contemplated by the Project including the financing of the Project, issuance of the Series 2026 Bonds and providing a potential exemption from mortgage recording taxes and (iii) the loaning of the proceeds of the Series 2026 Bonds to the School, all as shall be authorized by law and be mutually satisfactory to the Issuer and the School.

(c) The Issuer shall enter into an agreement to loan the proceeds of the Series 2026 Bonds to the School pursuant to a loan agreement by and between the Issuer and the School (the “**Loan Agreement**”), whereby the School will be obligated under such agreement or loan agreement, as the case may be, 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 Series 2026 Bonds.

(d) The Issuer shall take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

2. Representations of the School. The School hereby represents to the Issuer that:

- (a) The Project is located in Dutchess County, New York;
- (b) The financing of the Project through the issuance of the Series 2026 Bonds will encourage and assist the School in providing the Project;
- (c) The proposed financing will contribute to the retention of employment at the School and will enhance the competitiveness of the School; and
- (d) The School intends that the Project has and will comply with all applicable federal, state, and local laws, ordinance, rules, and regulations and the School shall have obtained and will maintain all necessary approvals and permits required thereunder.

3. Undertakings of the School. Based upon the statements, representations, and undertakings of the Issuer and subject to the conditions set forth herein and in the Preliminary Resolution, the School agrees as follows:

(a) The School shall use all reasonable efforts to find, or cause to be found, one or more purchasers for the Series 2026 Bonds.

(b) The School shall use all reasonable efforts necessary or desirable to enter into a contract or contracts to borrow the proceeds of the Series 2026 Bonds from the Issuer and execute the Loan Agreement.

(c) The School shall contemporaneously with the delivery of the Series 2026 Bonds, enter into the Loan Agreement with the Issuer containing the terms and conditions described in Paragraph 1(c) hereof.

(d) (i) The School shall defend and indemnify the Issuer and hold the Issuer harmless from all losses, expenses, claims, damages and liabilities arising out of or based on: (1) labor, services, materials and supplies, including equipment, ordered or used in connection with the financing (including any expense incurred by the Issuer in defending any claims, suits or actions which may arise as a result of any of the foregoing), whether such claims or liabilities arise as a result of the School acting as agent for the Issuer pursuant to this Preliminary Agreement or otherwise.

(ii) The School shall not permit to stand, and shall at its own expense take all steps reasonably necessary to remove, any mechanic's or other liens against the Project for labor or constructing, furnishing, equipping, improving and renovating of the Project.

(iii) The School shall indemnify and hold the Issuer harmless from all claims and liabilities for loss or damage to property or any injury to or death of any person that may be occasioned subsequent to the date hereof by any cause whatsoever in relation to the Project, including any expenses incurred by the Issuer in defending any claims, suits or actions which may arise as a result of the foregoing, except that the School shall not be required to indemnify the Issuer for the willful misconduct or grossly negligent conduct of the Issuer.

(e) The School shall take such further action and adopt such further proceedings as may be required to implement its aforesaid undertakings or as it may deem appropriate in pursuance thereof.

4. General Provisions.

(a) This Preliminary Agreement shall take effect on the date of execution hereof until the Loan Agreement becomes effective. It is the intent of the Issuer and the School that this Preliminary Agreement be superseded in its entirety by the Loan Agreement.

(b) It is understood and agreed by the Issuer and the School that the issuance of the Series 2026 Bonds and the execution of the Loan Agreement and related documents are subject to: (i) obtaining all necessary governmental approvals, (ii) approval of the members of the Issuer; and (iii) agreement by the Issuer, the School and the purchasers of the Series 2026 Bonds upon mutually acceptable terms for the Series 2026 Bonds and for the Loan Agreement.

(c) The School agrees that it will reimburse the Issuer for all reasonable and necessary direct out-of-pocket expenses which the Issuer may incur as a consequence of executing this Preliminary Agreement or performing its obligations hereunder, including but not limited to, the cost of causing a notice of any public hearing held with respect to the Project to be published, the cost of making and transcribing records of said hearings and the reasonable fees and expenses charged and incurred by Bond Counsel and Issuer's Counsel in connection with their representation of Issuer in this matter and their preparation of any documents pertaining to the issuance of the Series 2026 Bonds.

(d) All commitments of the Issuer under Section 1 hereof and of the School under Sections 2 and 3 hereof (excepting the obligations of the School set forth in subsections 3(d) and 4(c) hereof, which shall survive the termination of this Preliminary Agreement) are subject to the condition that the Series 2026 Bonds have been issued no later than fifteen (15) months from the date hereof (or such other date as shall be mutually satisfactory to the Issuer and the School).

[Remainder of Page Intentionally Left Blank. Signature Page Follows].