

**BOND RESOLUTION
VASSAR COLLEGE SERIES 2013A PROJECT**

A special 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 May 14, 2013 at 8:30 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: David R. Tetor, Vice Chairman
Phyllis DiStasi Keenan, Secretary/Treasurer
Henry Killian
George R. Stoffers
Angela E. Flesland

ABSENT: Charles Daniels, Chairman
Timothy Dean

ALSO PRESENT:

Catherine A. Maloney	Chief Executive Officer
Lynn Heuermann	Chief Financial Officer
Donald Cappillino	Counsel

The following resolution was offered by _____, seconded by _____, to wit:

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY BY DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION OF ITS TAX-EXEMPT BONDS (VASSAR COLLEGE PROJECT), SERIES 2013A IN THE AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED TO BE \$85,000,000 BUT NOT TO EXCEED \$95,000,000 AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND INSTRUMENTS IN CONNECTION THEREWITH.

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 (the "Sponsor Resolution") (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, Vassar College, a New York not-for-profit education corporation (the "College"), 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 (the "Project") for the benefit of the College, to be owned and operated by the College, consisting of the following, all to be undertaken (unless otherwise indicated below) at the College's campus located at 124 Raymond Avenue, Poughkeepsie, New York 12604, bounded generally by Raymond Avenue on the west, New Hackensack Road (New York Route 376) on the south and Collegeview Avenue on the north, or as otherwise indicated below:

(A) (1) the construction, installation, furnishing and equipping of an approximately 81,120 square foot two-story, science facility (the "Science Building") containing laboratories and classrooms and faculty and administrative offices; (2) the renovation, furnishing and equipping of: (a) the New England Building containing approximately 23,115 square feet of space to provide laboratories, classrooms and offices; (b) the Sanders Physics Building containing approximately 27,870 square feet of space to be used as laboratories, classrooms and offices; and (c) approximately 25,000 square feet of the approximately 73,680 square feet in Olmsted Hall to remodel and update classrooms, the vivarium, laboratories and offices; (3) the expansion, renovation, installation, furnishing and equipping of the College's existing chiller plant to provide additional capacity for the new Science Building, including a new chiller and a new cooling tower; (4) the renovation, installation, furnishing, equipping, and improving of other College facilities needed to accommodate relocations caused by the construction and renovation projects described above; and (5) general campus construction, renovation, equipment purchases, and improvements, including, but not limited to, site work and relocation costs relating thereto, located on: (i) the College's campus; (ii) the Vassar farm property, bounded generally by Hooker Avenue and New Hackensack Road to the north, Cedar Avenue to the west, Zack's Way and Boardman Road to the east, and Spackenkill Road to the south; and (iii) the Prentiss Fields athletics complex and adjoining student and faculty residential units, bounded generally by Hooker Avenue to the south, Raymond Avenue to the east, Ziegler Avenue to the west, and College Avenue to the north.

(B) the financing of a portion of the costs of the Project by the issuance of Tax-Exempt 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 the necessary incidental costs in connection therewith (including the costs described in paragraph (C)), all presently estimated to be approximately \$85,000,000.00 and in any event not to exceed \$95,000,000.00 (the “Bonds”);

(C) the paying of all or a portion of the costs incidental to the issuance of the Bonds, including issuance costs of the Bonds, capitalized interest and any reserve funds as may be necessary to secure the Bonds; and

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

WHEREAS, in response to the receipt by the Issuer of the Application, the Chairman 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”) 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 April 22, 2013 in the *Poughkeepsie Journal*, a newspaper of general circulation available to the residents of the Town of Poughkeepsie, New York, (B) caused notice of the Public Hearing to be mailed on April 24, 2013 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is (or will be) located, (C) conducted the Public Hearing on May 10, 2013 at 10:00 o’clock, a.m., local time at the Dutchess County Economic Development Corporation, large conference room, Three Neptune Road, Poughkeepsie, New York, 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 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 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”), on April 19, 2013 the Issuer determined that this Project will not have a significant adverse environmental impact and issued its Negative Declaration on that date; and

WHEREAS, by resolution adopted by the members of the Board of Directors of the Issuer on April 19, 2013 (the “Preliminary Resolution”), the Board of Directors of the Issuer determined to proceed with the Project and to enter into a Preliminary Agreement with the College (the “Preliminary Agreement”) relating to the Project; and

WHEREAS, the Issuer will issue its Tax-Exempt Revenue Bonds (Vassar College Project), Series 2013A in the aggregate principal amount presently estimated to be

\$85,000,000 but not to exceed \$95,000,000 (the “Bonds”) under this Bond Resolution (the “Bond Resolution”), an Indenture of Trust dated as of June 1, 2013 (the “Indenture of Trust”) 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 of Trust; and

WHEREAS, also simultaneously with the issuance of the Bonds, the Issuer and the College will execute and deliver a Loan Agreement dated as of June 1, 2013 (the “Loan Agreement”) by and between the Issuer and the College, pursuant to the terms of which Loan Agreement the College 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 of Trust, 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 of Trust and will be disbursed by the Trustee 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 Indenture of Trust and in the Loan Agreement; and

WHEREAS, as evidence of its indebtedness under the Loan Agreement, the College 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, the Bonds will be initially purchased by RBC Capital Markets, LLC, acting as underwriter for the Bonds (the “Underwriter”) pursuant to a Bond Purchase Agreement (the “Bond Purchase Agreement”) by and among the Underwriter, the Issuer and the College; and the Underwriter 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 Underwriter also intends to obtain a rating of the Bonds from one or more securities rating agencies (each such rating agency that provides a rating of the Bonds, a “Rating Agency”); and

WHEREAS, to assist the Underwriter in complying with the requirements of Rule 15c2-12 of the Securities and Exchange Commission, the College will execute and deliver to the Underwriter and the Trustee a Continuing Disclosure Agreement dated as of March 1, 2013 (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 (the “Depository”) for the Bonds; and

WHEREAS, to demonstrate compliance with the provisions of the Code relating to the issuance of tax-exempt obligations, (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 College will execute a Tax Regulatory Agreement dated the date of delivery of the Bonds (the “Tax Regulatory Agreement”) relating to the requirements in Sections 145 through 150 of the Code relating to the Bonds; and

WHEREAS, the Issuer now desires to (A) authorize the circulation of the Preliminary Official Statement in connection with the marketing of the Bonds and (B) authorize the issuance of the Bonds for the purpose of financing a portion of the costs of the Project, delegating to the Chairman, the Vice 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 College has agreed to the Bond Details including the securing of bond insurance from a bond insurer on such terms as the College 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 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 acquisition, renovation, construction, installation, financing and refinancing of the Project and the financing thereof with the proceeds of the Loan as set forth in the Loan Agreement (the “Loan”) to the College 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 financing of the Project by the Issuer is a Type I action under SEQRA; all other involved agencies are bound by the coordinated review conducted and the Negative Declaration made by the Town of Poughkeepsie Planning Board; the Issuer hereby adopts the findings contained in the Negative Declaration in their entirety and the eleven reasons supporting the determination enumerated therein; 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, the Vice Chairman and/or the Chief Executive Officer of the Issuer once the marketing of the Bonds is completed and the College 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 of Trust and the Bond Purchase Agreement; (B) execute the Tax Regulatory Agreement, pursuant to which the Issuer and the College make certain covenants to ensure the continued tax-exempt status of the Bonds; (C) execute the Information Return in connection with the issuance of the Bonds; (D) sell the Bonds to the initial purchasers thereof pursuant to the terms set forth in the Indenture of Trust

and the Bond Purchase Agreement; (E) use the proceeds of the Bonds to make the Loan to the College for the purpose of financing a portion of the costs of issuance of the Bonds and a portion of the costs of the Project; (F) execute the Arbitrage Certificate and the Information Return with respect to the Bonds; (G) file the Information Return with the IRS; (H) authorize the use of the Official Statement in connection with the resale of the Bonds; and (I) 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 Information Return, 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. Subject to receipt by the Issuer of the executed certificate from the County Executive indicating that the County Executive has approved the issuance of the Bonds 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 Trustee for authentication its Bonds in the aggregate principal amount presently estimated to be \$15,000,000 but not to exceed \$25,000,000 or so much as necessary to finance the Costs of the Project, in the form and in the amount and containing the other provisions determined by the Chairman, the Vice Chairman and/or the 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 of Trust, 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, the Vice 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 of Trust and the Bond Purchase Agreement, or as are hereinafter approved by the Chairman, the Vice 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 (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) 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 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.

(E) Notwithstanding any other provision of this Bond Resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds 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 Bonds, would have caused any of the Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Code.

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 (or Vice Chairman) and/or the Chief Executive Officer of the Issuer the authority 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 Underwriter to circulate the Preliminary Official Statement and (3) execute and deliver any other documents or agreements requested by the Underwriter in connection with the circulation of the Preliminary Official Statement by the Underwriter.

(B) Upon receipt of advice from counsel to the Issuer that the Issuer has received from the Underwriter the results of the initial marketing of the Bonds and has received from the College evidence that the College has accepted the results of the marketing of the Bonds, the Issuer hereby delegates to the Chairman (or Vice 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 details of the Bonds.

(C) The Chairman, the Vice 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 (or Vice Chairman) and/or the Chief Executive Officer shall approve, the execution thereof by the Chairman (or Vice 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, Vice Chairman and/or the Chief Executive Officer of the Issuer to provide for bond insurance provided by a bond insurer selected by the College. The Issuer hereby appoints each Member of the Issuer to serve as an Assistant Secretary of the Issuer for purposes of this transaction.

(D) The Chairman, the Vice 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 of Trust).

(E) The Chairman (or Vice 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	Being	ABSENT
David R. Tetor, Vice Chairman	VOTING	
Phyllis DiStasi Keenan, Secretary/Treasurer	VOTING	
Henry Killian	VOTING	
George R. Stoffers	VOTING	
Angela E. Flesland	VOTING	

Timothy Dean

Being

ABSENT

The foregoing Bond Resolution was thereupon declared duly adopted.

Adopted: May 14, 2013

