IMPORTANT NOTICE

To: Eligible Employees Not Participating in the Defined Contribution Retirement Plan
From: Louis A. Padula, Director – Benefits, Retirement and HRIS
Date: June 15, 2012
Re: Automatic Enrollment in the Rensselaer Defined Contribution Retirement Plan

Effective July 1, 2012, Rensselaer Polytechnic Institute will be implementing Automatic Retirement Plan Enrollment. This means that unless you actively enroll you will be automatically enrolled in the Rensselaer Polytechnic Institute Defined Contribution Retirement Plan on July 1, 2012. Once enrolled,

1. Rensselaer will deposit a matching contribution equal to 8% of your salary during the year.
2. You will automatically have 1% of your annual salary deducted during the year, and contributed on your behalf.
3. The 1% and 8% contributions will automatically be invested into an age-appropriate Lifecycle Investment Fund with TIAA-CREF.
4. The 1% contribution is immediately vested and the 8% matching contribution is vested after 3 years of qualifying employment.

If you would prefer to actively enroll in the Rensselaer Defined Contribution Retirement Plan, please use the enclosed enrollment form. You may elect either TIAA-CREF or Fidelity as your Fund Sponsor, and select from among the many investment options for the contributions. Investment guides for each Fund Sponsor are available in the Division of Human Resources.

If you prefer not to participate in the plan, you must indicate your preference by checking the opt-out box on the enrollment form.

You are required to acknowledge receipt of the attached notice by completing and returning the enclosed enrollment form to the Division of Human Resources.

For more information about the Rensselaer Defined Contribution Retirement Plan, please contact Louis Padula at padull@rpi.edu or at x6164.
Rensselaer Polytechnic Institute
Retirement Program Enrollment Form

Applicant Data (Please Print)

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Defined Contribution Retirement Program (DCRP)

☐ I elect to PARTICIPATE in the DCRP and authorize Rensselaer to deduct 1% from each paycheck. (Rensselaer will contribute an amount equal to eight percent (8%) of your eligible earnings to your account each pay period.)

Please select a Fund Sponsor Designation

☐ Fidelity

OR

☐ TIAA CREF Financial Services for the Greater Good*

☐ I elect to OPT OUT of the DCRP and do not authorize Rensselaer to deduct 1% from each paycheck at this time. I understand that I may, in the future, change this election and choose to participate in the DCRP as long as I meet eligibility requirements.

To view the Rensselaer Defined Contribution Retirement Plan Summary Plan Description, please visit http://www.rpi.edu/dept/hr/benefits/detail/dcpdocs/DCPSPD.pdf

I hereby acknowledge that I was provided with a copy of the Qualified Default Investment Alternative (QDIA) with Automatic Enrollment Notice. I also hereby acknowledge that I was provided with a copy of the most recent Defined Contribution Retirement Program Summary Plan Description and that my participation in each of these programs is subject to the terms and conditions set forth in official Program documents. I understand that unless I actively enroll or actively opt out, I will be automatically enrolled in the Rensselaer Polytechnic Institute Defined Contribution Retirement Program, with my 1% contribution and Rensselaer’s 8% matching contribution deposited on my behalf into a TIAA CREF age appropriate Lifecycle Fund. I understand that information provided by Rensselaer is not intended as investment advice, and that I should seek such advice from my own investment consultant.

Signature: ____________________________ Date: ________________

Office Use Only

HR Representative: ____________________________ Title: ____________________________

Banner Entry Date: ____________________________ Time: ____________________________ Recorded: _______________
YOUR BEFORE-TAX CONTRIBUTIONS [403(b) plan]
To participate in the Program, you must contribute one percent (1%) of your eligible earnings to your account each pay period on a before-tax basis. This means your 1% contributions are deducted from your earnings before federal and NY state taxes are withheld. You may not contribute more than 1% of eligible earnings under the Program. If you wish to contribute a greater percentage of your earnings as savings, you may wish to enroll in the Rensselaer Supplemental Retirement Annuity (SRA) program. You may contact Human Resources for enrollment in the SRA program [403(b) voluntary].

RENSSELAER MATCHING CONTRIBUTIONS [401(a) plan]
If you enroll in the Program and contribute one percent of your eligible earnings, Rensselaer will contribute an amount equal to eight percent (8%) of your eligible earnings to your account each pay period.

INVESTING YOUR SAVINGS
When you become a participant, you will be asked to designate either TIAA-CREF or Fidelity as your Fund Sponsor and you will need to complete that Fund Sponsor’s enrollment forms. Your contributions will be directed to your chosen Fund Sponsor. You must also direct the investment of your contributions among the investment options offered by your designated Fund Sponsor.

Information about your investment options, including a prospectus, may be obtained directly from TIAA-CREF or Fidelity, or from the Rensselaer Division of Human Resources. You may order prospectuses directly from TIAA-CREF (800-842-2776) and Fidelity (800-343-0860). You may also download or view prospectuses by visiting their web sites at www.tiaa-cref.org and www.fidelity.com. You should review all information carefully before you make your investment selections. Rensselaer reserves the right to discontinue or add investment options from time to time.

NAMING A BENEFICIARY
When you first enroll, you will be asked to name a beneficiary to receive your benefits if you die. Each investment provider requires a beneficiary designation form with their enrollment application. That designation will affect all Program contributions invested with that provider. You may change your beneficiary at any time, but certain rules on beneficiary designation apply. For example, if you are married, your spouse will automatically be your beneficiary, unless your spouse consents in writing to your naming someone else. The consent must be signed in the presence of a notary public or Program representative. You should consult with your legal counsel about the effects of naming or not naming a beneficiary.

CHANGING YOUR INVESTMENTS
Part of managing your investments involves reviewing your investment strategy from time to time to make sure it continues to meet your objectives. Under the Program, you may:

- Change your investment elections for new contributions going into your account, by contacting TIAA-CREF or Fidelity. Your new investment mix will take effect immediately and will not affect your existing account balances.
- Transfer money among the investment options offered by your Fund Sponsor. To make a transfer, you must specify what percentage of your existing balance you want invested in each fund. For more information about fund transfers, please contact TIAA-CREF and/or Fidelity directly. Any fund transfers will be governed by TIAA-CREF and Fidelity rules and procedures, and the investment options you have selected.
- Once each year, change the designation of TIAA-CREF or Fidelity as your Fund Sponsor, effective July 1, upon written notice to the Division of Human Resources at least 30 days, but not more than 90 days, prior to July 1. For more information about changing your Fund Sponsor, please contact the Division of Human Resources.

For more information about the Rensselaer Defined Contribution Retirement Program, please refer to the Summary Plan Description you were provided at New Employee Orientation or you can access a copy of the Summary Plan Description by visiting the following website. http://www.rpi.edu/dept/hr/benefits/detail/dcpdocs/DCPSPD.pdf
**HOW TO ENROLL ONLINE**

TIAA-CREF has made it easy for you to enroll online in the Rensselaer Polytechnic Institute retirement program.

**BE READY WITH YOUR:**
- **Investment choices and allocations**
  - Go to [www.tiaa-cref.org/rpi](http://www.tiaa-cref.org/rpi) to review your investment choices including:
    - One Decision Strategy – Allocate 100% of your investment to the TIAA-CREF Lifecycle Fund closest to your estimated year of retirement.
    - Build Your Own Portfolio Strategy – Indicate the percentage of your contribution you want allocated to each fund/account you choose.
- **Social Security number**
- **Beneficiary's Social Security number (optional), birth date and address**

**HELP IS READY FOR YOU**

If you need assistance with enrolling online, call TIAA-CREF at 800-842-2273, Monday through Friday, from 8 a.m. to 10 p.m., and Saturday from 9 a.m. to 6 p.m. (ET). We will guide you through the online enrollment process.

Any withdrawals you make from your account may be subject to ordinary income tax and an additional 10% federal tax may apply if you make a withdrawal prior to age 59 1/2. There are risks when investing in securities, including Lifecycle Funds. Read the prospectus before making any investment choices.

*You should consider the investment objectives, risks, charges and expenses carefully before investing. Please call 877 519-3161 or go to tiaa-cref.org for a prospectus that contains this and other information. Please read the prospectus carefully before investing. TIAA-CREF Individual & Institutional Services, LLC, and Teachers Personal Investors Services, Inc., members FINRA, provide advisory services and distribute securities products. TIAA (Teachers Insurance and Annuity Association), New York, NY issues annuities. FINANCIAL SERVICES FOR THE GREATER GOOD is a registered trademark of Teachers Insurance and Annuity Association.*

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Frequently asked questions about your plan.

Here are answers to questions you may have about the key features, benefits, and rules of your plan.

Which of the two RPI plans does the information in this Frequently Asked Questions section apply to?
The information in this Frequently Asked Question section applies to both The Rensselaer Polytechnic Institute Defined Contribution Employee Plan, #57618, and The Rensselaer Polytechnic Institute Defined Contribution Employer Plan, #90177, except where noted.

When can I enroll in the Plan?
There is no waiting period. You can enroll in the plan at anytime.

How do I enroll in the Plan?
Log on to http://enrollonline.fidelity.com or call the Fidelity Retirement Benefits Line at 1-800-343-0860 to enroll in the the Rensselaer Polytechnic Institute Defined Contribution plans.

What are the IRS contribution limits?
If you are under age 50, the IRS contribution limit for 2011 is $16,500. If you will be at least age 50 during the year, your plan may allow you to defer an additional $5,500 as catch-up contributions.

When is my enrollment effective?
Your enrollment becomes effective once you elect a deferral percentage, which initiates deduction of your contributions from your pay. These salary deductions will generally begin with your next pay period after we receive your enrollment information, or as soon as administratively possible.

Does my Employer contribute to my account?
The Rensselaer Polytechnic Institute helps your retirement savings grow by matching up to 8% of each pretax dollar you contribute to the Rensselaer Polytechnic Institute Defined Contribution Employer Plan, #90177.

How do I designate my beneficiary?
Complete the beneficiary application at the back of this guide and return it to the Rensselaer Polytechnic Institute, Division of Human Resources.

What are my investment options?
To help you meet your investment goals, the Plan offers you a range of options. You can select a mix of investment options that best suits your goals, time horizon, and risk tolerance. The 29 investment options available through the Plan include conservative, moderately conservative, and aggressive funds. A complete description of the Plan's investment options and their performance, as well as planning tools to help you choose an appropriate mix, are available online at Fidelity NetBenefits®.

The Plan also offers the Fidelity Freedom Funds® that offer a blend of stocks, bonds and short-term investments within a single fund. Each Freedom Fund's asset allocation is based on the number of years until the fund's target retirement date. The Freedom Funds are designed for investors who want a simple approach to investing for retirement. Lifecycle funds are designed for investors expecting to retire around the year indicated in each fund's
name. The investment risks of each lifecycle fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad and may be subject to risks associated with investing in high yield, small cap and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

What if I don’t make an investment election?
We encourage you to take an active role in the RPI Retirement Plans and choose investment options that best suit your goals, time horizon, and risk tolerance. If you do not select specific investment options in the Plan, your contributions will be invested in the Fidelity Freedom Fund with the target retirement date closest to the year you might retire, based on your current age and assuming a retirement age of 65, at the direction of Rensselaer. Please refer to the chart in the Investment Options section for more detail. If no date of birth or an invalid date of birth is on file at Fidelity your contributions may be invested in the Fidelity Freedom Income Fund®. For more information about the Fidelity Freedom Fund options, log into www.fidelity.com/atwork.

How much should I save for retirement?
Fidelity’s planning tools are designed to help you manage your assets as you plan for retirement. Simply log on to Fidelity NetBenefits® at www.fidelity.com/atwork to access these tools.

When am I vested?
You are always 100% vested.

Can I make withdrawals from my account?
Withdrawals from the Plan are generally permitted when you terminate your employment, retire, reach age 59½, become permanently disabled, or have severe financial hardship as defined by your Plan.

The taxable portion of your withdrawal that is eligible for rollover into an individual retirement account (IRA) or another employer’s retirement plan is subject to 20% mandatory federal income tax withholding, unless it is rolled directly over to an IRA or another employer plan. (You may owe more or less when you file your income taxes.) If you are under age 59½, the taxable portion of your withdrawal is also subject to a 10% early withdrawal penalty, unless you qualify for an exception to this rule. To learn more about and/or to request a withdrawal, log on to Fidelity NetBenefits® at www.fidelity.com/atwork or call the Fidelity Retirement Benefits Line at 1-800-343-0860. The plan document and current tax laws and regulations will govern in case of a discrepancy. Be sure you understand the tax consequences and your plan’s rules for distributions before you initiate a distribution. You may want to consult your tax adviser about your situation.

When you leave Rensselaer, you can withdraw contributions and any associated earnings or, if your vested account balance is greater than $1,000, you can leave contributions and any associated earnings in the Plan. After you leave Rensselaer, if your vested account balance is equal to or less than $1,000, it will automatically be distributed to you.

How do I access my account?
You can access your account online through Fidelity NetBenefits® at www.fidelity.com/atwork or call the Fidelity Retirement Benefits Line at 1-800-343-0860 to speak with a representative or use the automated voice response system, virtually 24 hours, 7 days a week.

Where can I find information about exchanges and other plan features?
You can learn about exchanges, withdrawals and more, online through Fidelity NetBenefits® at www.fidelity.com/atwork. In particular, you can access a withdrawal modeling tool, which shows the amount of
federal income taxes and early withdrawal penalties you might pay, along with the amount of earnings you could potentially lose by taking a withdrawal. You can also obtain more information about exchanges, withdrawals, and other plan features, by calling the Fidelity Retirement Benefits Line at 1-800-343-0860 to speak with a representative or use the automated voice response system, virtually 24 hours, 7 days a week.

What are my rights with respect to mutual fund pass-through voting?
As a Plan participant, you have the ability to exercise voting, tender, and other similar rights for mutual funds in which you are invested through the Plan. Materials related to the exercise of these rights will be sent to you at the time of any proxy meeting, tender offer or similar rights relating to the particular mutual funds held in your account.

How do I obtain additional investment option and account information?
Rensselaer has appointed Fidelity to provide additional information on the investment options available through the Plan. Also, a statement of your account may be requested by phone at 1-800-343-0860 or reviewed online at Fidelity NetBenefits®.
The Rensselaer Polytechnic Institute
Defined Contribution Retirement Program

Automatic Enrollment and Default Investment Notice

This notice gives you important information about the automatic enrollment and default investment features of the two plans that form the Rensselaer Polytechnic Institute Defined Contribution Program. These features are being implemented as of July 1, 2012. Please disregard this notice if you have already made an affirmative salary deferral election and an affirmative investment election with respect to these plans.

The Defined Contribution Program consists of (i) The Rensselaer Polytechnic Institute Defined Contribution Retirement Plan for Employee Contributions ("Employee Plan"), and (ii) The Rensselaer Polytechnic Institute Defined Contribution Retirement Plan for Rensselaer Contributions ("Rensselaer Plan"). Eligible employees who are enrolled in and contribute 1% of their earnings to the Employee Plan are enrolled in and receive a Rensselaer contribution equal to 8% of their earnings in the Rensselaer Plan.

Rensselaer is making saving for retirement under the Defined Contribution Program even easier. Beginning July 1, 2012, an employee who is otherwise eligible to participate will be enrolled in the Employee Plan and in the Rensselaer Plan automatically, unless and until the employee affirmative elects (or previously elected) not to participate. Upon an eligible employee’s automatic enrollment, the employee will contribute 1% of earnings to the Employee Plan and will receive a Rensselaer contribution equal to 8% of earnings in the Rensselaer Plan.

If you have not previously completed and submitted a salary reduction agreement (or affirmatively elected not to participate), you will be automatically enrolled in the Employee Plan starting with: (1) for current eligible employees, the payroll period that includes July 1, 2012, and (2) for employees who are hired or become eligible after June 30, 2012, the payroll period that includes the first day of the month that is two months after the date the eligibility requirements are satisfied (collectively, these two enrollment dates will be referred to as the “Entry Date”). This means that, if you are subject to automatic enrollment and have not previously made an affirmative election not to participate, amounts will be taken from your earnings and contributed to the Employee Plan. These automatic contributions, which will equal 1% of your earnings each pay period, will continue until you elect to stop your participation.

In the Questions and Answers that follow, this notice gives you important information about the Defined Contribution Program’s rules, including the Employee Plan’s automatic enrollment feature and Rensselaer contributions to the Rensselaer Plan. The notice covers the following:

- Whether the Employee Plan’s automatic enrollment feature applies to you;
- What amounts will be automatically taken from your earnings and contributed to the Employee Plan;
- What amounts Rensselaer will contribute to your Rensselaer Plan account;
- How your contributions will be invested, and how you can change investments;
- When your account will be vested (that is, not forfeited if you leave your job), and when you can withdraw your account; and
- Whether you can change your salary reduction agreement.

You can find out more about the Rensselaer Defined Contribution Program in the Summary Plan Description for the program, which is available from the Rensselaer Division of Human Resources at the address shown at the end of this notice.
1. Does the Employee Plan’s automatic enrollment feature apply to me?

The Employee Plan’s automatic enrollment feature does not apply to you if you already elected (completed and submitted a salary reduction agreement to the Rensselaer Division of Human Resources) to make contributions to the Employee Plan or to not contribute.

If you are eligible and you have not made a contribution election, you will be enrolled in the Employee Plan starting with the applicable Entry Date. This means money will be automatically taken from your earnings and contributed to your account in the Employee Plan. If you do not want to be enrolled, you need to submit a written election indicating your decision not to participate in the manner prescribed by the Rensselaer Division of Human Resources.

2. If I do nothing, how much will continue to be taken from my earnings and contributed to the Employee Plan?

If you are subject to automatic enrollment and you do not turn in a completed salary reduction agreement (or affirmatively elect not to participate) by the applicable Entry Date, then 1% of your earnings for each pay period will be taken from your earnings and contributed to the Employee Plan. To learn more about the Employee Plan’s definition of earnings, you can review the Defined Contribution Program’s Summary Plan Description (available in the Division of Human Resources).

Your contributions to the Employee Plan will be taken out of your earnings on a pre-tax basis, meaning that the contribution amounts will not be subject to federal or state income tax at that time. Instead, they will be contributed to your account and can grow over time with investment gains. Your account will be subject to income tax only when withdrawn. This helpful tax rule is a reason to save for retirement through Employee Plan contributions.

If you do not complete and submit a salary reduction agreement in time to stop the automatic contributions, you can receive a refund of the accumulations (plus or minus investment gains or losses) for a short time, despite the general limits on Employee Plan withdrawals. During the 90 days after automatic contributions are first taken from your earnings, you can withdraw the automatic enrollment accumulations by contacting the Division of Human Resources at the address listed at the end of this notice. The amount you withdraw will be adjusted for any gain or loss. If you request a refund of your automatic enrollment accumulations in the Employee Plan within 90 days, you will forfeit the related Rensselaer accumulations in the Rensselaer Plan. Also, your withdrawal from the Employee Plan will be subject to income tax in the year of the distribution (but not the additional 10% penalty that normally applies to distributions taken before the age of 59½).

3. In addition to the contributions taken out of my earnings, what amount is Rensselaer contributing to my account?

Besides contributing the amounts taken from your earnings to the Employee Plan, Rensselaer will make contributions equal to 8% of your earnings to the Rensselaer Plan on your behalf. However, these contributions are subject to vesting rules, so they will become entirely yours (will be vested) only after you have been employed for three years during which you have worked a minimum of 720 hours.

For example:

If you have $2,000 in earnings during a pay period and you contribute 1% of your pay, Rensselaer will deduct $20 from your earnings for the pay period (that is, 1% x $2,000). The
$20 will be put in your Employee Plan account. Rensselaer will also make a contribution to your Rensselaer Plan account of $160 for the pay period (that is, 8% x $2,000).

4. How will my contributions be invested?

Rensselaer has selected TIAA-CREF and Fidelity as the investment providers for contributions. You may direct the investment of all contributions in a number of different investment choices. Unless you affirmatively choose a different investment fund or funds, contributions will be invested in the “default” investment option, which is the age-based TIAA-CREF Lifecycle Fund that corresponds to your estimated date of retirement. The TIAA-CREF Lifecycle Funds provide a ready-made diversified portfolio using TIAA-CREF mutual funds as underlying investments that include both equity and fixed-income instruments. The allocation strategy for the underlying equity, fixed-income, and short-term mutual funds is based on the number of years expected to reach the target retirement dates. These funds seek to provide high total returns until the target retirement date. Each fund’s goal is to seek high current income and as a secondary objective, capital appreciation. Each fund’s target asset allocation percentages automatically change over time to become more conservative by gradually reducing the allocation to equity funds and increasing the allocation to fixed-income and short-term funds. If the default investment fund changes at any time in the future, you will be notified.

The attached fact sheets for the TIAA-CREF Lifecycle Funds provide additional information, including the investment objectives, risk and return characteristics, and fees and expenses of the funds. You can obtain updated information on fee expenses and a more detailed explanation of the TIAA-CREF Lifecycle Funds at http://www.tiaa-cref.org/public/products-services/mutual-funds/lifecycle/index.html or by contacting TIAA-CREF at 800 842-2776.

You have the right to change the allocation of your investments at any time. If you elect to change the allocation of your account from one of the Lifecycle Funds, there are no fees or expenses imposed in connection with that transfer. However, certain restrictions may apply if multiple transfers are made from any one account during any 60-day period. See the fund prospectus at http://www.tiaa-cref.org/public/prospectuses/lifecycle_pro.pdf for more details on restrictions on frequent transfers.

The Defined Contribution Program allows you to choose from a diverse set of investment options. A list of the available funds and a copy of the prospectus or information statement for each fund offered by TIAA-CREF may be obtained from TIAA-CREF at 800 842-2776 or at http://www.tiaa-cref.org/public/products-services/mutual-funds/lifecycle/index.html. A list of the available funds and a copy of the prospectus or information statement for each fund offered by Fidelity may be obtained from Fidelity at http://personal.fidelity.com/products/funds/content/DesignYourPortfolio/freedomfunds.shtml or at 800 343-0860. You can change how the contributions are invested among the offered investment funds, by contacting TIAA-CREF or Fidelity.

To learn more about the Defined Contribution Program’s investment choices and procedures for changing how the contributions are invested, you can review the Summary Plan Description for the Defined Contribution Program. Also, you can contact the Rensselaer Division of Human Resources using the contact information at the end of this notice.

5. When will my account be vested and available to me?

You will always be fully vested in your contributions to the Employee Plan. You will also be fully vested in the Rensselaer contributions to the Rensselaer Plan after you complete three years of service during which you have worked a minimum of 720 hours. To be fully vested in program contributions means that the contributions (together with any investment gain or loss) will always belong to you, and you will not lose them when you leave your job. For more
information about years of service, you can review the Summary Plan Description for the Defined Contribution Program, which can be obtained from the Division of Human Resources at the address listed at the end of this notice.

Even if you are vested in your account, there are limits on when you may withdraw your funds. These limits may be important to you in deciding whether to contribute to the Employee Plan. In general, you may only withdraw vested money after you leave your job or become disabled. Also, there is a 10% federal tax penalty on distributions before age 59½. Your beneficiary can get any vested amount remaining in your account when you die.

6. Can I change the amount of my contributions?

You may not contribute more than 1% of your earnings to the Employee Plan. If you do not want to contribute to the Employee Plan (and you haven’t already elected not to contribute), you need to submit a written election to the Division of Human Resources, indicating your decision not to participate, by the Entry Date.

If you discontinue automatic contributions, Rensselaer will treat you as having chosen to make no further contributions. However, if you continue to be eligible, you can always choose to continue or restart your contributions by completing and submitting a new salary reduction agreement to the Division of Human Resources.

If you have any questions about how the Defined Contribution Program works or your rights and obligations under the program, or if you would like a copy the Summary Plan Description for the Defined Contribution Program or other documents, please contact the Rensselaer Division of Human Resources at:

Mr. Louis A. Padula
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