

RESOLUTION

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY,
VIRGINIA, APPROVING THE MERGER AGREEMENT BETWEEN THE
PENINSULA ALLIANCE FOR ECONOMIC DEVELOPMENT ("ALLIANCE") AND
THE HAMPTON ROADS ECONOMIC DEVELOPMENT ALLIANCE ("HREDA")

WHEREAS, James City County, Virginia ("County") is a member of the Alliance; and

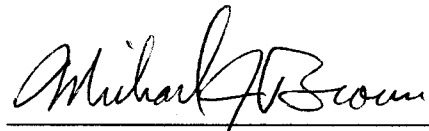
WHEREAS, the Executive Committee of the Alliance has voted affirmatively at its meeting of December 22, 2004, to approve the merger agreement between the Alliance and the HREDA, generally conveying to the HREDA certain marketing functions as delineated in the agreement, with the Alliance retaining its work force development functions; and

WHEREAS, a meeting of the Board of Directors of the Alliance and its membership is to be held January 26, 2005, at which the Directors, General Membership, and Governmental Membership will vote to approve or not approve the merger agreement, and if all bodies vote affirmatively to approve, then a vote to amend the Bylaws and Articles of Incorporation of the Alliance will be necessary in order to be in compliance with the terms of the merger agreement, a vote which requires two-thirds (2/3) of the Directors to vote affirmatively for the approval; a majority of the General Membership to vote affirmatively for the approval; and five-sevenths (5/7) of the Governmental Membership to vote affirmatively for the approval, provided two (2) of the five (5) affirmative votes are cast by the Cities of Newport News and Hampton; and

WHEREAS, in furtherance of the process to approve or not approve the merger agreement, the County shall be asked to vote upon it at the meeting of January 26, 2005, as a member of the Alliance.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the County of James City, Virginia, that the County votes affirmatively for approval of the merger agreement between the Peninsula Alliance for Economic Development and the Hampton Roads Economic Development Alliance and votes affirmatively to effect the attendant changes necessary in the Bylaws and Articles of Incorporation of the Alliance in order to be in compliance with the terms of the merger agreement, and shall so cast its vote, either in person or by proxy at the January 26, 2005, joint meeting of the Directors and Members.

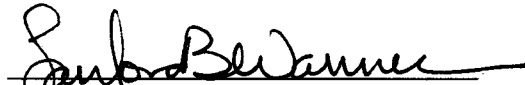
NOW BE IT FURTHER RESOLVED that the Board of Supervisors authorizes and directs James City County Representative Bruce C. Goodson to vote in favor of the merger and perform other actions as may be necessary to effectuate such merger.



Michael J. Brown
Chairman, Board of Supervisors

<u>SUPERVISOR</u>	<u>VOTE</u>
HARRISON	AYE
GOODSON	AYE
MCGLENNON	AYE
BRADSHAW	AYE
BROWN	AYE

ATTEST:



Sanford B. Wanner
Clerk to the Board

Adopted by the Board of Supervisors of James City County, Virginia, this 11th day of January, 2005.

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