

AT A MEETING OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON MAY 15, 2003, AT 3:00 P.M. IN THE BUILDING C CONFERENCE ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

1. CALL TO ORDER

The meeting was called to order by Chairman Campana at 3:01 p.m.

2. ROLL CALL

A roll call identified the following members present:

Mr. Gilbert Bartlett
Mr. John Berkenkamp
Mr. Vincent Campana, Jr.
Ms. Virginia Hartmann
Mr. Bernard Ngo
Mr. Mark Rinaldi

ALSO PRESENT

Keith A. Taylor, IDA Secretary
Michael Brown, Board of Supervisors IDA Liaison
Sanford B. Wanner, County Administrator
Kelly See, IDA Recording Secretary
Sandra Barner, County Economic Development Project Coordinator
John Rhodes, President, Moran, Stahl & Boyer
Steve Johnson, James City County IDA Bond Counsel, Troutman Sanders LLP
George Consolvo, Williamsburg Landing Bond Counsel, Kaufman & Canoles
Alvin Anderson, Kaufman & Canoles
William A. Doig, Williamsburg Landing, Inc.
Dara Glass, Peninsula Alliance for Economic Development
Jim Golden, The College of William & Mary
Matt Clayton, The College of William & Mary
Tim Mills, TAM Consultants

ABSENT

Mr. Alvin Bush

3. APPROVAL OF MINUTES

On a motion by Mr. Berkenkamp and a second by Mr. Ngo, the minutes from the March 27, 2003 regular meeting and April 15, 2003 work session were approved by unanimous voice vote.

4. FINANCIAL REPORTS

a. Treasurer's and Financial Reports

Action on the March through April 2003 financial reports was deferred.

5. PRESENTATION

a. Williamsburg Landing, Inc. Revenue and Refunding Bond Financing Request

Mr. George Consolvo, Bond Counsel for Williamsburg Landing, Inc., gave an overview of Williamsburg Landing's request for up to \$50,000,000 in bond financing to finance an expansion at Williamsburg Landing as well as refund the outstanding principal of the 1996 bonds.

Mr. Steve Johnson, Bond Counsel for the IDA, stated that he had reviewed the application submitted by Williamsburg Landing and found everything to be in order.

Mr. Rinaldi stated that he needed to recuse himself from the discussion and vote on this matter because of the relationship of his firm, LandMark Design Group, with Williamsburg Landing.

Mr. Ngo stated that he also needed to recuse himself from the discussion and vote on this matter because of the association of his firm, SunTrust Bank, with Williamsburg Landing.

Mr. Alvin Anderson, General Counsel for Williamsburg Landing, thanked the Authority on behalf of Williamsburg Landing for previously issuing the 1984, 1987, 1994 and 1996 bonds.

6. PUBLIC HEARING

Chairman Campana opened the public hearing concerning Williamsburg Landing, Inc.'s bond financing request. There being no member of the public appearing to speak, Chairman Campana then closed the public hearing.

7. ACTION ITEM

a. Resolution authorizing the issuance of revenue and refunding bonds for Williamsburg Landing, Inc.

On a motion by Mr. Bartlett and a second by Mr. Berkenkamp, the resolution approving issuance of revenue bonds for Williamsburg Landing, Inc. was adopted by the following voice vote:

Mr. Bartlett Aye

Mr. Berkenkamp	Aye
Mr. Campana	Aye
Ms. Hartmann	Aye
Mr. Ngo	Abstain
Mr. Rinaldi	Abstain

8. PRESENTATION

a. Technology Policy Consultant Study

Mr. Campana introduced Mr. John Rhodes, President, Moran, Stahl, & Boyer, who made a presentation summarizing the findings of the Technology Policy Consultant Study he completed for the IDA. Mr. Rhodes noted that his report was available on the County Economic Development Web Site. Mr. Rhodes began his presentation by reviewing the objectives of the study, which were to review the types of technology-related R&D that are currently being performed at local universities and government labs, determine the types of local R&D efforts that have the highest commercialization potential and may result in attracting or establishing technology-related employers within James City County, identify industry clusters that are most closely related to the local R&D efforts, and define the elements of an economic development technology policy that would enhance the County's position in attracting prospective technology-related companies. He then gave some background on the process of development and commercialization of technology. Next, he gave an overview of the three technology research areas with commercialization potential which could be targeted by James City County, which are high performance material components, sensors and instrumentation and computation software. Mr. Rhodes then reviewed the economic development strategy he recommended for the County, as well as the Technology-Related Economic Development Policy and Policy Action Plan that he developed for the County.

A discussion of the report followed. Mr. Rhodes answered questions from the Directors. Mr. Campana thanked Mr. Rhodes for his presentation.

9. ACTION ITEMS

a. Approval of James River Enterprise Zone Grant Request for Ball Metal Beverage Container Corp.

Mr. Taylor presented a request from Mr. Doug Powell, Local Enterprise Zone Administrator, to approve the application submitted by Ball Metal Container Corporation for the fourth year of the Enterprise Zone grant. He stated that this grant amounts to \$9,360.00. On a motion by Mr. Berkenkamp and a second by Ms. Hartmann, the IDA approved the application submitted by Ball Metal for its fourth year grant for \$9,360.00 by unanimous voice vote.

b. FY 2004 IDA Operating Budget Adoption

Mr. Ngo presented the proposed FY 2004 IDA Operating Budget. On a motion by Mr. Berkenkamp, and a second by Ms. Hartmann, the FY 2004 IDA Operating Budget was adopted as presented by unanimous voice vote.

10. REPORTS

a. BOS Liaison to IDA

Mr. Brown reported that the County had completed the budget process for the coming fiscal year. The entire budget will be \$113 million, \$5 million more than last year. He stated that the increase accounted for inflation and growth in the area and was a smaller than normal increase.

Mr. Brown also reported that the Comprehensive Plan Steering Committee was largely finished with its work. He stated that of the 22 owner applications for land use change designation, the Steering Committee was recommending three for approval, four for partial approval, and the rest for denial. He further stated that of the 11 County Staff land use change recommendations, the Steering Committee was recommending eight for approval, and three for denial. He commented that the only recommendation from the IDA that the Steering Committee did not follow on the land use change applications related to GreenMount. He stated that the Steering Committee voted 4-2 to recommend changing a portion of the GreenMount property north of Route 60 to a mixed use designation. Mr. Campana thanked Mr. Brown for the opportunity for the IDA to be involved in the Comprehensive Plan update process.

b. Comp Plan/Planning Commission Liaison

Ms. Hartmann stated that this topic had been covered by Mr. Brown in his report.

c. Peninsula Alliance for Economic Development

Ms. Dara Glass, Marketing Manager with the Peninsula Alliance for Economic Development, gave an update on the Alliance's past, current and upcoming marketing initiatives. She reported that in April the Alliance hosted a briefing for the Virginia Economic Development Partnership (VEDP) in Richmond featuring York County, had one new project and one project announcement in Gloucester County. She reported that in May, the Alliance attended the Department of Energy Small Business Conference in New Mexico. The Alliance will be targeting small-minority owned businesses and felt this conference would be a good venue to explore the market potential for small businesses. She reported that upcoming events include a marketing mission to Chicago, a Red Carpet Tour of the region for VEDP, a marketing mission to Charlotte and partnering with VEDP at the BIO International trade show in Washington, DC.

d. Crossroads Project Liaison

Mr. Wanner gave an update on the New Town project. He stated that the New Town partners will be coming before the Board of Supervisors with an update at their May 27 work session. He also stated that the Discovery Center project is moving forward and that the prime tenants for the building are expected to be INCOGEN and The College of William & Mary.

e. Technology Initiatives

Mr. Campana stated that this topic had been covered by Mr. Rhodes' presentation.

f. Metrics Study Project

Mr. Berkenkamp reported that he, Mr. Rinaldi, and Mr. Taylor had met with County Administrator Wanner and County Financial and Management Services Manager John McDonald about the Field Studies Project through the College of William & Mary Business School on Metrics and they were supportive. He stated that the project cost would have a cap of \$11,500.00 and the IDA would be provided with a computer model to simulate the amount of industrial development required per year to stabilize the County real estate tax rate. Mr. Brown asked the IDA to consider including the impact of the number of children in the schools as a variable in the model. Mr. Berkenkamp stated that he would prepare a formal application for the project for Mr. Campana's signature. Mr. Berkenkamp made a motion that the IDA move forward with the Field Studies Project on Metrics. On a second by Ms. Hartmann, the motion was approved by unanimous voice vote.

g. Shell Building #2

Mr. Taylor stated that the permitting process for the virtual shell building has started. Ms. Barner reported that the site plan for the building was under review and the industrial access road design was under review. Mr. Taylor also stated that he was working with McKinney and Company on developing marketing materials for the virtual building. Mr. Campana stated that the Directors would like to see the marketing materials when they are ready.

11. REPORTS OF THE ECONOMIC DEVELOPMENT STAFF

Ms. Barner reported that she would be attending two upcoming training sessions. The first was a Virginia Department of Business Assistance Seminar on Minority Business Strategies and the other was a conference on brownfields. Mr. Taylor stated that the IDA may want to send a representative to the Minority Business Strategies Seminar.

Mr. Taylor reported that he and Mr. Wanner, Mr. McDonald, Anthony Conyers, Community Services Manager, and Mr. Bush had met to discuss the minority business initiative. He stated that they are working to draft a plan and hope to have it ready soon.

Mr. Taylor reported that staff had a draft of a PowerPoint presentation and handout summarizing the IDA's services which they would share electronically with the Directors in the next few days.

Mr. Taylor stated that Existing Industry Visits would be starting shortly and that IDA Directors would be included in those meetings as they were available.

Mr. Taylor reported that there were currently two prospects looking at sites in the Enterprise Zone.

Mr. Taylor reported that Economic Development staff and Information Resources Management is working on updating the Economic Development web site.

Mr. Taylor reported that this will be the tenth year for the County's Celebration of Industry. He stated that the event will be moved to September this year to avoid conflict with the Michelob Light Open in May. He stated that letters had been sent out to County businesses on the invitation list to alert them of the date change. He stated that after this year, the event will be reevaluated to determine whether it should be reengineered.

Mr. Taylor reported that the Michelob Light Open had been well received by the IDA's guests. A discussion of the value of hosting the skybox followed. There was general consensus that its value is positive.

12. OTHER BUSINESS

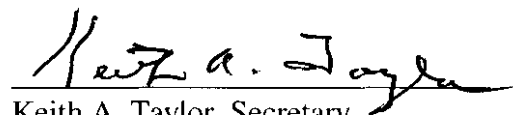
Ms. Hartmann reported that an issue that had come before the Planning Commission and was now going before the Board of Supervisors might need the IDA's attention. She stated the Ready Mix Concrete Plant which backs up to the Mirror Lakes subdivision in Toano is applying for an SUP. She asked if any of the other Directors thought the IDA should go before the Board to comment on the application. Mr. Berkenkamp made a motion that Ms. Hartmann appear before the Board to make a statement on behalf of the IDA in support of the SUP application. The motion was seconded by Mr. Bartlett and approved by unanimous voice vote.

13. ADJOURNMENT

There being no further business Chairman Campana entertained a motion from Mr. Berkenkamp to adjourn. The motion was seconded by Mr. Bartlett and approved by unanimous voice vote. The meeting was adjourned at 5:29 p.m.



Vincent A. Campana, Jr., Chairman



Keith A. Taylor, Secretary

INDUSTRIAL DEVELOPMENT AUTHORITY OF THE
COUNTY OF JAMES CITY, VIRGINIA
RECORD OF PUBLIC HEARING
WILLIAMSBURG LANDING, INC.

At 3:00 p.m. on May 15, 2003, the Chairman of the Industrial Development Authority of the County of James City, Virginia (the "Authority"), announced the commencement of a public hearing on the request of Williamsburg Landing, Inc., a Virginia non-stock corporation (the "Borrower"), in connection with the issuance of up to \$50,000,000 of revenue bonds (the "Bonds") for the benefit of the Borrower to (1) finance the cost of constructing and equipping an expansion (the "Project") of the Borrower's facility for the residence and care of the elderly known as Williamsburg Landing, located at 5700 Williamsburg Landing Drive, Williamsburg, Virginia, in James City County, including site improvements, (2) refund up to \$36,870,000 in outstanding principal amount of the Authority's Residential Care Facility First Mortgage Revenue Bonds (Williamsburg Landing, Inc.) Series 1996A (the "1996A Bonds"), (3) prepay a \$2,000,000 interim loan from SunTrust Bank with respect to the Project, and (4) pay costs associated with the issuance of the Bonds, and that a notice of public hearing was published once a week for two consecutive weeks in The Virginia Gazette, the second publication being not less than six (6) days nor more than twenty-one (21) days prior to the hearing.

No persons appeared to address the Authority and the Chairman closed the public hearing.

The Authority then adopted a resolution (a) recommending that the Board of Supervisors of the County of James City, Virginia, approve the issuance of the Bonds in an amount up to \$50,000,000, (b) directing the transmission of a Fiscal Impact Statement with respect to the Bonds to the Board of Supervisors of the County of James City, Virginia, and (c) requesting that its recommendation be received at the next regular or special meeting during calendar year 2003 at which this matter can be properly placed on the Board's agenda for hearing.

RESOLUTION OF
INDUSTRIAL DEVELOPMENT AUTHORITY OF THE
COUNTY OF JAMES CITY, VIRGINIA

WHEREAS, there has been described to the Industrial Development Authority of the County of James City, Virginia (the Authority), the plans of Williamsburg Landing, Inc. (the Company) to (a) finance the cost of constructing and equipping ten (10) new independent living units, including site preparation (the Project) at the Company's facility for the residence and care of the elderly known as Williamsburg Landing, located at 5700 Williamsburg Landing Drive, in James City County (the Facility), (b) refund up to \$36,870,000 in outstanding principal amount of the Authority's Residential Care Facility First Mortgage Revenue Bonds (Williamsburg Landing, Inc.) Series 1996A (the 1996A Bonds), (c) prepay a \$2,000,000 interim loan (the Interim Loan) with respect to the Project, and (d) pay costs associated with the issuance of the Bonds;

WHEREAS, under the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the Act), the Authority has been given the power to issue its revenue bonds from time to time and to use the proceeds thereof for the purpose of paying all or part of the cost of certain projects, including the Project, and to issue refunding bonds;

WHEREAS, the Authority has agreed to assist in the issuance and sale of up to \$50,000,000 in aggregate principal amount of its Industrial Development Authority of the County of James City, Virginia, Residential Care Facility Revenue and Refunding Bonds (Williamsburg Landing, Inc.), Series 2003A, the proceeds of which will be used to finance the costs of the Project, to refund the 1996 A Bonds, to prepay the Interim Loan and to pay costs of issuance of the Bonds;

WHEREAS, a public hearing with respect to the Project, the Facility and the Bonds has been held by the Authority as required by Virginia law and Section 147(f) of the Internal Revenue Code of 1986, as amended, on the date hereof;

WHEREAS, the Company has elected to proceed immediately with implementing the plan of finance and issuing the Bonds in the aggregate principal amount not exceeding \$50,000,000 to be designated "Industrial Development Authority of the County of James City, Virginia, Residential Care Facility Revenue and Refunding Bonds (Williamsburg Landing, Inc.) Series 2003A" (the Bonds) pursuant to a Bond Purchase Agreement (the Bond Purchase Agreement) among the Authority, the Company and Banc of America Securities, LLC, as Underwriter (the Underwriter);

WHEREAS, the Company has requested that the Authority proceed with the plan of finance heretofore described by the execution and delivery and/or approval of the following documents, all of which have been presented at this meeting in substantially final form and shall be referred to collectively in this Resolution as the Bond Documents:

(i) A Trust Indenture (the Indenture) dated as of June 1, 2003, by and between the Authority and the Trustee named therein and herein and authorizing the issuance of the Bonds;

(ii) A Loan Agreement (the Loan Agreement) dated as of June 1, 2003, by and between the Authority and the Company, together with the Company's promissory note (the Note) executed and delivered pursuant to the Loan Agreement to evidence the loan made thereby and the form of assignment thereof from the Authority, without recourse, to the Trustee;

(iii) An Official Statement to be dated on or about the date of issuance of the Bonds (the Official Statement), pursuant to which the Underwriter will furnish certain information regarding the Bonds, the security therefor, the Company and the issuer or issuers of a letter of credit or letters of credit (the Credit Facility) securing payment of the Bonds;

(iv) The Bond Purchase Agreement; and

(v) A Remarketing and Interest Services Agreement (the Remarketing Agreement) dated as of June 1, 2003, among the Company, the Authority and the Underwriter, as Remarketing Agent (the Remarketing Agent).

BE IT RESOLVED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF JAMES CITY, VIRGINIA:

1. It is hereby found and determined that the issuance of the Bonds will benefit the inhabitants of James City County, Virginia, increase their commerce, and promote their safety, health, welfare, convenience and prosperity.

2. The Bond Documents are hereby approved in substantially the form submitted to this meeting, with such changes, insertions or omissions as may be approved by the Chairman or Vice Chairman of the Authority, upon advice of counsel to the Authority, which approval shall be evidenced conclusively by the execution and delivery of the Indenture. The Chairman or Vice Chairman is hereby authorized to approve the original aggregate principal amount of the Bonds and the term thereof; provided, however, that such amount shall not exceed \$50,000,000 and such term shall not exceed thirty (30) years, which approval shall be evidenced conclusively by the execution and delivery of the Indenture. The execution and delivery of the Indenture by the Chairman or Vice Chairman of the Authority shall constitute conclusive evidence of the Authority's approval of the initial interest rate thereon. The Authority hereby acknowledges that the Bonds will initially bear interest at a variable Weekly Rate (as defined in and determined weekly in accordance with the Indenture) and that the interest rate on the Bonds will be subject to conversion to the Flexible Rate or the Fixed Rate, both as defined in the Indenture, in accordance with the provisions of the Indenture and that no Bond will at any time bear interest at a rate in excess of the lesser of ten percent (10%) per annum and the maximum rate permitted by applicable law. All other terms of the Bonds as described in and provided by the Indenture are hereby approved.

3. The execution and delivery of the Indenture, the Loan Agreement, the Bond Purchase Agreement, the Remarketing Agreement and the assignment form attached to the Note

and their delivery upon payment for the Bonds, and the execution and delivery of the Bonds and the use of the proceeds of the Bonds as set forth herein and in the Indenture, are all hereby approved.

4. Banc of America Securities, LLC is hereby appointed Remarketing Agent under the Indenture and the Remarketing Agreement. The Chairman or Vice Chairman of the Authority is hereby authorized to appoint the Trustee and Fiscal Agent under the Indenture.

5. The distribution and use by the Underwriter of the Official Statement prepared by counsel for the Underwriter and based upon information provided by the Company, the issuer of the Credit Facility and other parties to the transaction (including the Authority but only to the extent of the information set forth in the Section entitled "The Issuer" and in the first paragraph of the Section entitled "Litigation"), a substantially final draft of which has been presented at this meeting, is hereby approved. The Chairman or Vice Chairman of the Authority is hereby authorized to approve the final Official Statement to be dated on or about the date of issuance of the Bonds, with such changes from the draft Official Statement presented at this meeting as may be approved by the Chairman or Vice Chairman of the Authority, upon advice of counsel to the Authority, which approval shall be evidenced conclusively by the execution of the Indenture.

6. The Chairman or Vice Chairman of the Authority is hereby authorized and directed to complete, execute and submit to the Internal Revenue Service its Form 8038 with respect to the Bonds and to mail a copy thereof to the Board of Supervisors of James City County and the Virginia Department of Business Assistance in accordance with the Act.

7. The Chairman or Vice Chairman of the Authority is hereby authorized and directed, upon approval by counsel to the Authority, to execute and delivery a supplement to the Trust Agreement between the Authority and SunTrust Bank (formerly Crestar Bank) dated as of September 1, 1996, authorizing the issuance of the 1996 Bonds, in order to cure an omission contained therein relating to the definition of the Debt Service Reserve Fund established thereby.

8. Each officer of the Authority is authorized to execute and deliver on behalf of the Authority such instruments, documents or certificates and to do and perform such things and acts as they shall deem necessary or appropriate in carrying out the transactions authorized by this Resolution or contemplated by the Bond Documents, and all of such actions previously done or performed by the officers or directors of the Authority are in all respects approved, ratified and confirmed.

9. All costs and expenses in connection with the financing plan, including the fees and expenses of the Authority, and the fees and expenses of counsel for the Authority, shall be paid promptly from the proceeds of the Bonds to the extent permitted by law or from funds provided by the Company. If for any reason the Bonds are not issued, it is understood that all such fees and expenses (other than the Authority's annual fees and closing fees) shall be paid promptly by the Company upon presentation of an invoice and that the Authority shall have no responsibility therefor. The Company shall also pay the Authority's annual administrative fee as required by the Loan Agreement. The Company agrees to indemnify and save harmless the Authority's directors, employees, agents and counsel from and against all liabilities, obligations, claims, penalties, losses, costs and expenses in any way connected with the Project, the Facility,

the application submitted to the Authority by the Company, the issuance of the Bonds or the refunding of the 1996A Bonds.

10. The Authority hereby agrees to the recommendation of the Company that Kaufman & Canoles, P.C., Norfolk, Virginia, be appointed as bond counsel and hereby appoints such firm to supervise the proceedings and approve the issuance of the Bonds.

11. The Authority hereby recommends that the Board of Supervisors of James City County (the Board) approve the issuance of the Bonds and hereby directs the Chairman or Vice Chairman to provide to the Board, orally or in writing, a reasonably detailed summary of the comments expressed at the public hearing required by Section 15.2-4906 of the Act, a copy of this Resolution, the Fiscal Impact Statement required by Section 15.2-4907 of the Act, and any other information required by the Board or Virginia law.

12. All other acts of the officers of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance of the Bonds and the refunding of the 1996A Bonds are hereby approved and confirmed.

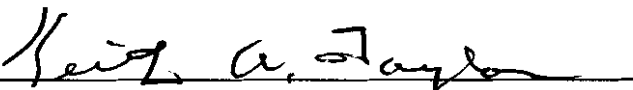
13. This Resolution shall take effect immediately upon its adoption but the Bonds shall not be issued until the Board of Supervisors of James City County approves the issuance of the Bonds and a Credit Facility securing the Bonds is issued in accordance with the terms and conditions of the Indenture.

14. This Resolution shall expire if the Bonds have not been sold or this Resolution extended on or before the first anniversary date of the adoption of this Resolution.

15. The Authority acknowledges that the Bonds may be issued in one or more series of Bonds issued pursuant to the Indenture in the event the Company elects to defer the refunding of the 1996A Bonds to achieve greater debt service savings, in which event, the Bond Documents approved hereby will be amended, or new documents, including an Official Statement, will be executed and delivered, all subject to approval by the Authority and its counsel, to provide for the issuance of such subsequent series of Bonds.

The undersigned hereby certifies that the above resolution was duly adopted by an affirmative roll call vote of a majority of the directors of the Industrial Development Authority of the County of James City, Virginia, at a meeting duly called and held on May 15, 2003, and that such resolution is in full force and effect on the date hereof.

Dated: May 15, 2003


Secretary, Industrial Development Authority of the
County of James City, Virginia

**Industrial Development Authority
of the County of James City, Virginia
FY04 Adopted Operating Budget**

Account#	Account Name	Adopted Budget FY04
Revenues		
021-325-0400	Bond Fee Revenue	\$ 33,000.00
021-325-0200	Interest Revenue	\$ 21,750.00
	Total Revenues	\$ 54,750.00
Expenses		
021-010-0203	Professional Services	\$ 11,500.00
021-010-0205	Promotion	\$ 24,000.00
021-010-0210	Insurance	\$ 650.00
021-010-0220	Travel & Training	\$ 4,200.00
021-010-0222	Local Travel	\$ 400.00
021-010-0232	James River Commerce Center OE.	\$ 4,000.00
021-010-0233	Shell Building Operating Expenses	\$ -
021-010-0234	Stonehouse Commerce Park OE	\$ 1,000.00
021-010-0235	Annual Audit	\$ 5,000.00
021-010-0245	Mainland Farm - Operating Exp.	\$ 100.00
021-010-0300	Advertising	\$ 1,000.00
021-010-0319	Office Supplies & Equipment	\$ 400.00
021-010-0398	OED Discretionary Expenses	\$ 1,500.00
021-010-0600	Small Business Assistance	\$ 1,000.00
	Total Expenses	\$ 54,750.00