RESOLUTION OF THE BOARD OF SUPERVISORS

OF JAMES CITY COUNTY, VIRGINIA

The Economic Development Authority of James City County, Virginia (the "Authority"), has considered the application of Virginia United Methodist Homes of Williamsburg, Inc., a Virginia non-stock, nonprofit corporation (the "Borrower"), requesting the issuance of the Authority's revenue bonds in an amount not to exceed $130,000,000 (the "Bonds") to be issued at one time or from time to time to assist the Borrower in financing or refinancing the following: (1) the costs of the acquisition, construction and equipping of an approximately 460,276-square-foot continuing care retirement community, expected to contain approximately 207 units, consisting of 181 independent living units, 14 assisted living units, and 12 healthcare units, all of which are located on an approximately 106-acre tract of land at 3975 WindsorMeade Way, James City County, Virginia, which is at the instersection of Monticello and WindsorMeade Way in James City County, Virginia, and (2) costs related to a debt service reserve fund, costs of issuance, capitalized interest, working capital, and other expenses in connection with the issuance of the bonds and the proposed project (the "Project").

The Authority held a public hearing on the Borrower's application on December 19, 2006, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code"). Section 147(f) of the Code also provides that the governmental unit having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of private activity bonds is located must approve the issuance of the bonds.

The Authority issues its bonds on behalf of James City County, Virginia (the "County"); the Project is located in the County; and the Board of Supervisors of James City County, Virginia (the "Board") constitutes the highest elected governmental unit of the County.
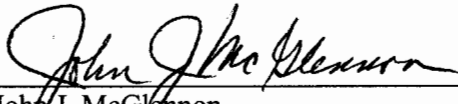
The Authority has recommended that the Board approve the issuance of the Bonds.

A copy of the Authority's resolution approving the issuance of the Bonds, subject to the terms to be agreed upon, a certificate of the public hearing and a Fiscal Impact Statement have been filed with the Board.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF JAMES CITY COUNTY, VIRGINIA, that:

1.   The Board approves the issuance of the Bonds by the Authority for the benefit of the Borrower, as required by Section 147(f) of the Code and Section 15.2-4906 of the Virginia Code to permit the Authority to assist the Borrower in financing the Project.

2.   The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds of the creditworthiness of the Project or the Borrower.

3.   This resolution shall take effect immediately upon its adoption.

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John J. McGlennon
Chairman, Board of Supervisors

      Adopted by the Board of Supervisors of James City County, Virginia, this 9th day of January, 2007.
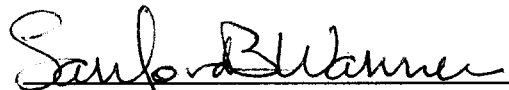
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SUPERVISOR	VOTE
HARRISON	AYE
BRADSHAW	AYE
GOODSON	AYE
ICENHOUR	AYE
MCGLENNON	AYE

CERTIFICATION

The undersigned Clerk of the Board of Supervisors of James City County, Virginia hereby certifies that the foregoing constitutes a true, correct and complete copy of a Resolution duly adopted by the Board of Supervisors of James City County, Virginia at a meeting duly called and held on the 9th day of January, 2007 and during which a quorum was present and acting throughout, by the vote set forth below, and that such Resolution has not been repealed, revoked, rescinded or amended:

Board Member	Present/Absent	Vote
M Anderson Bradshaw	Present	AYE
Bruce C. Goodson	Present	AYE
Jay T. Harrison, Sr.	Present	AYE
James O. Icenhour	Present	AYE
John J. McGlennon	Present	AYE

WITNESS, my hand and the seal of the Board of Supervisors of James City County, Virginia, this 9th day of January, 2007.

Sanford B. Wanner
Clerk to the Board

(SEAL)

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