

A RESOLUTION OF THE BOARD OF SUPERVISORS

OF THE COUNTY OF JAMES CITY, VIRGINIA AUTHORIZING THE

ISSUANCE AND SALE OF GENERAL OBLIGATION SCHOOL REFUNDING BONDS

WHEREAS, on June 8, 2005, the County of James City, Virginia (the "County") issued its \$39,820,000 General Obligation School Bonds, Series 2005 (the "Prior Bonds") to finance the costs of the construction and equipping of Warhill High School; and

WHEREAS, the Board of Supervisors of the County of James City, Virginia (the "Board") has determined that it is advisable to authorize the issuance of general obligation school refunding bonds (the "Bonds") to refund all or a portion of the Prior Bonds (the "Project").

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County, Virginia:

1. Issuance of Bonds. The Board hereby determines that it is advisable and will benefit the inhabitants of the County through the promotion of their safety, health, welfare and prosperity to contract a debt and to issue and sell the Bonds in the maximum aggregate principal amount of \$25,500,000 in one or more series at one time or from time to time as may be requested by either County Administrator or the Director of Financial and Management Services (the "Authorized Representatives"). The proceeds from the issuance and sale of the Bonds shall be used (i) to refund the Refunded Bonds, as hereinafter defined, and (i) to pay all or portion of the costs of issuing the Bonds.
2. Pledge of Full Faith and Credit. The full faith and credit of the County are hereby irrevocably pledged for the payment of the principal of, premium, if any, and interest on the Bonds as the same shall become due and payable. The Board is hereby authorized to and shall levy and collect annually, at the same time and in the same manner as other taxes of the County are assessed, levied and collected, an ad valorem tax upon all taxable property within the County, over and above all other taxes authorized or limited by law, and without limitation as to rate or amount, sufficient to pay when due the principal of, premium, if any, and interest on the Bonds to the extent other funds of the County are not lawfully available and appropriated for such purpose.
3. Details and Sale of the Bonds. The Authorized Representatives are hereby authorized and directed to determine and approve the final details of each series of Bonds, including, without limitation, the aggregate principal amount of the Bonds, the optional and mandatory redemption provisions and the sale price of the Bonds, provided that (i) the aggregate principal amount of the Bonds shall not exceed the amount set forth in paragraph 1, (ii) the sale price of the Bonds shall not be less than 98% of the aggregate principal amount thereof (not taking into account any original issue discount), (iii) the refunding achieves an aggregate net present value debt service savings of not less than 3% of the refunded principal amount and (iv) the final maturity of the Bonds shall not be later than the final fiscal year in which any Refunded Bond, as hereinafter defined, matures. The approval of the Authorized Representatives shall be evidenced

conclusively by the execution and delivery of such documentation evidencing the sale of the Bonds. The approval of the Authorized Representatives shall be evidenced conclusively by the execution and delivery of such documentation evidencing the sale of the Bonds.

The Bonds shall be issued, in one or more series, upon the terms established pursuant to this Resolution and upon such other terms as may be determined in the manner set forth in this Resolution. The Bonds shall be issued in fully registered form, shall be dated such date as the Authorized Representatives may approve, shall be in the denominations of \$5,000 each or whole multiples thereof, may be issued at one time or from time to time in one or more series (with appropriate series designations), and the Bonds of any series shall be numbered from R-1 upwards consecutively.

The Authorized Representatives are hereby authorized and directed to determine the manner of sale of each series of Bonds, and each such series of Bonds shall be offered for sale in such manner as the Authorized Representatives determine to be in the best interest of the County. If the manner of sale is competitive, the Board hereby authorizes and directs the Authorized Representatives to accept a bid or proposal for the purchase of the Bonds provided such bid results in the lowest true interest cost to the County. The Authorized Representatives are hereby authorized to reject any or all of the bids. If manner of sale is negotiated, the Board hereby authorizes and directs the Authorized Representatives to execute and deliver a bond purchase agreement with an underwriter or group of underwriters selected by the Authorized Representatives providing for the sale and delivery of the Bonds.

4. Redemption of Bonds. The Bonds may be subject to optional redemption, make-whole, or noncallable on such terms as the Authorized Representatives may approve. The Bonds may also be subject to mandatory sinking fund redemption on such terms as the Authorized Representatives may approve.
5. Form of Bonds. The Bonds shall be in substantially the form attached to this Resolution as Exhibit A, with such appropriate variations, omissions and insertions as are permitted or required by this Resolution or subsequent resolution of the Board. There may be endorsed on the Bonds such legend or text as may be necessary or appropriate to conform to any applicable rules and regulations of any governmental authority or any usage or requirement of law with respect thereto.
6. Book-Entry-Only Form. (a) The Bonds shall be issued in book-entry-only form. The Bonds shall be issued in fully-registered form and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC") as registered owner of the Bonds, and immobilized in the custody of DTC. One fully registered Bond in typewritten or printed form for the principal amount of each maturity of the Bonds shall be registered to Cede & Co. Beneficial owners of the Bonds shall not receive physical delivery of the Bonds. Principal, premium, if any, and interest payments on the Bonds shall be made to DTC or its nominee as registered owner of the Bonds on the applicable payment date.
 - (b) Transfer of ownership interest in the Bonds shall be made by DTC and its participants (the "Participants"), acting as nominees of the beneficial owners of

the Bonds in accordance with rules specified by DTC and its Participants. The County shall notify DTC of any notice required to be given pursuant to this Resolution or the Bonds not less than 15 calendar days prior to the date upon which such notice is required to be given. The County shall also comply with the agreements set forth in the County's Letter of Representations to DTC.

- (c) Replacement Bonds (the "Replacement Bonds") shall be issued directly to beneficial owners of the Bonds rather than to DTC or its nominee but only in the event that:
 - (i) DTC determines not to continue to act as securities depository for the Bonds;
 - (ii) the County has advised DTC of its determination not to use DTC as a securities depository; or
 - (iii) the County has determined that it is in the best interest of the beneficial owners of the Bonds or the County not to continue the book-entry system of transfer.

Upon occurrence of the events described in (i) or (ii) above, the County shall attempt to locate another qualified securities depository. If the County fails to locate another qualified securities depository to replace DTC, the appropriate officers and agents of the County shall execute and deliver Replacement Bonds substantially in the form set forth in Exhibit A. In the event the Board, in its discretion, makes the determination noted in (iii) above and has made provisions to notify the beneficial owners of the Bonds by mailing an appropriate notice to DTC, the appropriate officers and agents of the County shall execute and deliver Replacement Bonds substantially in the form in the form set forth in Exhibit A to any Participants requesting such Replacement Bonds. Principal of, premium, if any, and interest on the Replacement Bonds shall be payable as provided in this Resolution and in the Bonds and such Replacement Bonds will be transferable in accordance with the provisions of this Resolution and the Bonds.

- 7. Appointment of Bond Registrar and Paying Agent. (a) The Director of Financial and Management Services and such officer or agent the Director of Financial and Management Services designates is hereby authorized and directed to appoint a Bond Registrar and Paying Agent for the Bonds.
 - (b) The Director of Financial and Management Services and such officer or agent the Director of Financial and Management Services designates may appoint a subsequent bond registrar and/or one or more paying agents for the Bonds upon giving written notice to the owners of the Bonds specifying the name and location of the principal office of any such bond registrar or paying agent.
- 8. Execution of Bonds. The County Administrator is hereby authorized and directed to execute on behalf of the County the Bonds. The Clerk of the Board of Supervisors is hereby authorized and directed to affix or to cause to be affixed the seal of the County to the Bonds and to attest such seal. The County Administrator is hereby authorized and directed to deliver the Bonds to the purchaser or purchasers thereof upon payment

of the applicable purchase price. The manner of execution and affixation of the seal may be by facsimile, provided, however, that if the signatures of the County Administrator and the Clerk of the Board of Supervisors are both by facsimile, the Bonds shall not be valid until signed at the foot thereof by the manual signature of the Bond Registrar.

9. CUSIP Numbers. The Bonds shall have CUSIP identification numbers printed thereon. No such number shall constitute a part of the contract evidenced by the Bond on which it is imprinted and no liability shall attach to the County, or any of its officers or agents by reason of such numbers or any use made of such numbers, including any use by the County and any officer or agent of the County, by reason of any inaccuracy, error or omission with respect to such numbers.
10. Registration, Transfer and Exchange. (a) Upon surrender for transfer or exchange of any Bond at the principal office of the Bond Registrar, the County shall execute and deliver and the Bond Registrar shall authenticate in the name of the transferee or transferees a new Bond or Bonds of any authorized denomination in an aggregate principal amount equal to the Bond surrendered and of the same form and maturity and bearing interest at the same rate as the Bond surrendered, subject in each case to such reasonable regulations as the County and the Bond Registrar may prescribe. All Bonds presented for transfer or exchange shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in form and substance reasonably satisfactory to the County and the Bond Registrar, duly executed by the registered owner or by his or her duly authorized attorney-in-fact or legal representative. No Bond shall be registered to bearer.

(b) New Bonds delivered upon any transfer or exchange shall be valid obligations of the County, evidencing the same debt as the Bonds surrendered, shall be secured by this Resolution and entitled to all of the security and benefits hereof to the same extent as the Bonds surrendered.
11. Charges for Exchange or Transfer. No charge shall be made for any exchange or transfer of Bonds, but the County may require payment by the registered owner of any Bond of a sum sufficient to cover any tax or other governmental charge which may be imposed with respect to the transfer or exchange of such Bond.
12. Tax Covenants. The Authorized Representatives are hereby authorized and directed to execute and deliver simultaneously with the issuance of any series of Bonds the interest on which is intended to be excludable from gross income for federal income tax purposes a tax certificate or agreement, or both (collectively, the "Tax Agreement") setting forth the expected use and investment of the proceeds of the Bonds and containing such covenants as may be necessary in order to comply with the provisions of the Internal Revenue Code of 1986, as amended (the "Tax Code"), including the provisions of Section 148 of the Tax Code and applicable regulations relating to "arbitrage bonds." The proceeds from the issuance and sale of any such series of the Bonds will be invested and expended as set forth in the Tax Agreement and that the County will comply with the other covenants and representations contained in it.

13. Refunding and Escrow Agreement. (a) The Authorized Representatives are hereby authorized and directed to select the Prior Bonds to be refunded (the "Refunded Bonds") and to cause the refunding of the Refunded Bonds pursuant to the terms of the Prior Bonds.

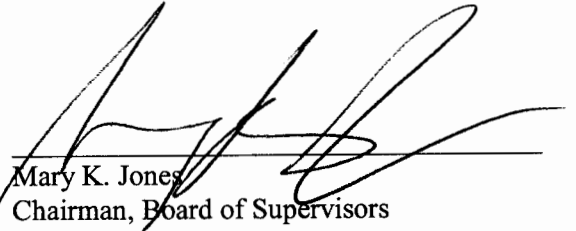
(b) The Authorized Representatives are hereby authorized to cause to be prepared and directed to execute and deliver one or more escrow agreements, between the County and an escrow agent to be selected by the Authorized Representatives, providing for the deposit and investment of a portion of the proceeds of the Refunding Bonds to be applied to the redemption or payment of the Refunded Bonds on the earliest practicable date.
14. Disclosure Documents. The Authorized Representatives and such other officers and agents either Authorized Representative may designate are hereby authorized and directed to prepare, execute, if required, and deliver one or more appropriate notices of sale, preliminary official statements, official statements and such other offering or disclosure documents as may be necessary to expedite the sale of the Bonds, including such documentation as may be necessary to provide for the submission of electronic bids for the Bonds if electronic bidding is determined by such officer or officers to be advantageous. Any such notice of sale, preliminary official statement, official statement or other documents shall be published in such publications and distributed in such manner, including by electronic distribution, and at such times as the Authorized Representatives shall determine. The Authorized Representatives and such other officer or agent either Authorized Representative may designate, are hereby authorized to deem the Preliminary Official Statement "final" for purposes of Securities Exchange Commission Rule 15c2-12.
15. Continuing Disclosure. The Authorized Representatives are hereby authorized and directed to enter into a continuing disclosure agreement for the benefit of the owners of the Bonds to assist the underwriter for the Bonds in complying with the provisions of Section (b)(5) of Securities and Exchange Commission Rule 15c2-12.
16. Further Actions. (a) The Authorized Representatives and such other officers and agents either Authorized Representative may designate are hereby authorized and directed to take further action as each deems necessary or appropriate regarding the issuance, credit enhancement and sale of the Bonds and the refunding of the Refunded Bonds, including, without limitation, (i) purchasing of one or more credit enhancements for any series of Bonds if market or other conditions so warrant, (ii) entering into supply arrangements relating to the investment of the proceeds of any series of Bonds, (iii) applying for CUSIP identification numbers and the execution and delivery of replacement bonds in connection with any partial refunding of Prior Bonds and (iv) selecting a verification agent and escrow agent in connection with any series of Bonds.

(b) The Authorized Representatives and such other officers and agents either Authorized Representative may designate are also authorized and directed to execute and deliver on behalf of the County such instruments, documents or certificates, and to do and perform such things and acts and to take such further

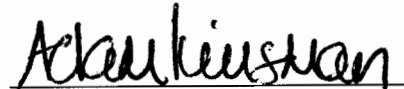
action, as they shall deem necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Bonds.

- (c) All actions taken by officers and agents of the County in connection with the issuance and sale of the Bonds are hereby ratified and confirmed. The officers and agents of the County are hereby authorized and directed to take such further actions as each deems necessary regarding the issuance and sale of any series of Bonds and all actions taken by such officers and agents in connection with the issuance and sale of any series of Bonds are hereby ratified and confirmed.

17. SNAP Investment Authorization. The County has heretofore received and reviewed the Information Statement describing the State Non-Arbitrage Program of the Commonwealth of Virginia ("SNAP") and the Contract Creating the State Non-Arbitrage Program Pool I (the "SNAP Contract"), and the County has determined to authorize the Authorized Representatives to utilize SNAP in connection with the investment of the proceeds of the Bonds, if the Authorized Representatives determine that the utilization of SNAP is in the best interest of the County. The County acknowledges the Treasury Board of the Commonwealth of Virginia is not, and shall not be, in any way liable to the County in connection with SNAP, except as otherwise provided in the SNAP Contract.
18. Exercise of Discretion and Authorizations. Any authorization of an officer of the County under this Resolution entitles such officer to exercise his or her discretion in taking action on behalf of the County, unless expressly provided otherwise. For any authorization of the Authorized Representatives, it shall be sufficient that either Authorized Representative act in order to bind the County. The authorizations granted in this Resolution to the County Administrator, the Director of Financial and Management Services or the Clerk of the Board of Supervisors, or any combination of the foregoing, may be carried out by any Acting or Assistant County Administrator (with respect to authorizations granted to the County Administrator), Acting or Assistant Director of Financial Management Services (with respect to authorizations granted to the Director of Financial Management Services) and any Deputy or Assistant Clerk (with respect to authorizations granted to the Clerk of the Board of Supervisors), in the absence of the primary officer.
19. Filing of Resolution. The County Attorney, or such party as the County Attorney designates, is hereby authorized and directed to file or cause to be filed a certified copy of this Resolution with the Circuit Court of the City of Williamsburg and the County of James City pursuant to Sections 15.2-2607 and 15.2-2641 of the Code of Virginia of 1950, as amended.
20. Effective Date. This Resolution shall take effect immediately.


Mary K. Jones
Chairman, Board of Supervisors

ATTEST:


Adam R. Kinsman
Deputy Clerk to the Board

	<u>AYE</u>	<u>NAY</u>	<u>ABSTAIN</u>
KENNEDY	<u>X</u>	—	—
JONES	<u>X</u>	—	—
MCGLENNON	<u>X</u>	—	—
ONIZUK	<u>X</u>	—	—
HIPPLE	<u>X</u>	—	—

Adopted by the Board of Supervisors of James City County, Virginia, this 8th day of July,
2014.

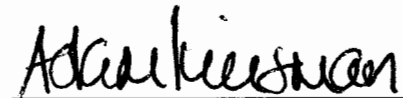
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CERTIFICATION

The undersigned Deputy 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 July 8, 2014, 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:

<u>Board Member</u>	<u>Present/Absent</u>	<u>Vote</u>
Mary K. Jones, Chair	Present	AYE
Michael J. Hipple, Vice Chair	Present	AYE
James G. Kennedy	Present	AYE
Kevin D. Onizuk	Present	AYE
John J. McGlennon	Present	AYE

WITNESS my signature as Deputy Clerk of the Board of Supervisors of James City County, Virginia, this 9th day of July, 2014.



Deputy Clerk, Board of Supervisors
James City County, Virginia

(SEAL)