

**RESOLUTION OF THE**  
**ECONOMIC DEVELOPMENT AUTHORITY OF**  
**JAMES CITY COUNTY**  
**APPROVING CERTAIN AMENDMENTS RELATING TO THE RESIDENTIAL**  
**CARE FACILITY REVENUE BONDS (VIRGINIA UNITED METHODIST HOMES OF**  
**WILLIAMSBURG, INC.) SERIES 2013**

WHEREAS, on May 31, 2013, the Economic Development Authority of James City County (the "Issuer"), a political subdivision of the Commonwealth of Virginia, issued its Residential Care Facility Revenue Bonds (Virginia United Methodist Homes of Williamsburg, Inc.) Series 2013 (the "Bonds"), at the request and for the benefit of Virginia United Methodist Homes of Williamsburg, Inc., a nonprofit Virginia nonstock corporation (the "Borrower"); and

WHEREAS, the Bonds were issued pursuant to the Bond Trust Indenture dated as of May 1, 2013 between the Issuer and UMB Bank, N.A., as trustee (the "Trustee") and a Loan Agreement dated as of May 1, 2013 (the "Loan Agreement") between the Issuer and the Borrower; and

WHEREAS, the Borrower and the Trustee (at the direction of a majority of the holders of the Bonds) now desire to amend the Loan Agreement in order to modify when payments are due on the Series 2013A Subordinate Bonds described therein (collectively, the "Amendments"); and

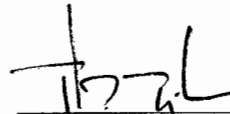
WHEREAS, the Amendments will be reflected in a First Amendment to Loan Agreement (the "First Amendment") between the Issuer and the Corporation, a copy of which is presented at this meeting; and

WHEREAS, the Bonds do not constitute a debt or pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Issuer, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any political subdivision thereof, including the Issuer, will be pledged to the payment of the Bonds.

IN FURTHERANCE OF THE PUBLIC PURPOSES FOR WHICH THE ISSUER WAS CREATED, NOW, THEREFORE, BE IT RESOLVED that:

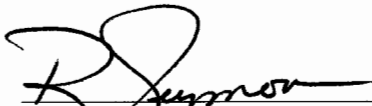
1. The Issuer hereby determines that the execution and delivery of the First Amendment will be in furtherance of the purposes for which the Issuer was organized.
2. The Amendments are hereby authorized and approved. The First Amendment is hereby approved in substantially the form presented to the Issuer on the date hereof, with such changes, insertions or omissions (including, without limitation, changes of the dates therein and thereof) as may be approved by the Chairman or the Vice Chairman of the Issuer, either of whom may act, at the request of the Borrower, which approval shall be evidenced conclusively by the execution and delivery of the First Amendment by the Chairman or Vice Chairman.

3. The performance by the Issuer of its obligations under the First Amendment is hereby authorized.
4. The Chairman and the Vice Chairman of the Issuer are each hereby authorized and directed to execute and deliver the First Amendment on behalf of the Issuer and, if required, the Secretary and any Assistant Secretary of the Issuer are each hereby authorized and directed to affix and attest the seal of the Issuer to the First Amendment.
5. Each officer of the Issuer is hereby authorized and directed to execute and deliver on behalf of the Issuer such other instruments, documents or certificates and to do and perform such things and acts, as they shall deem necessary or appropriate to carry out the transactions authorized by this resolution or contemplated by the First Amendment. All of the foregoing, previously done or performed by such officers of the Issuer, are in all respects hereby approved, ratified and confirmed.
6. All acts of the officers of the Issuer that are in conformity with the purposes and intent of this resolution and in furtherance of the transactions described in the First Amendment, whether such acts occurred before or occur after the adoption of this resolution, are hereby approved, ratified and confirmed.
7. All costs and expenses in connection with the Amendments, including the fees and expenses of Bond Counsel, Counsel to the Trustee and Counsel to the Issuer, shall be paid from moneys furnished by the Borrower. If for any reason such Amendments are not consummated, it is understood that all such expenses shall be paid by the Borrower and that the Issuer shall have no responsibility therefor.
8. This resolution will take effect immediately upon its adoption.



Thomas G. Tingle  
Chairman, EDA

ATTEST:



Russell C. Seymour  
Secretary to the EDA

	VOTES		
	<u>AYE</u>	<u>NAY</u>	<u>ABSTAIN</u>
WARNER	✓	___	___
CARSON	✓	___	___
<del>DUBOIS</del> Odle	✓	___	___
GERHARDT	Absent	___	___
HARRIS	✓	___	___
MONTGOMERY	Absent	___	___
TINGLE	✓	___	___

Adopted by the Economic Development Authority of James City County, Virginia, this 14th day of July, 2016.

**CERTIFICATE**

The undersigned Secretary of the Economic Development Authority of James City County certifies that the foregoing resolution is a true and correct copy of such resolution as adopted on July 14, 2016. The foregoing resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on the date hereof.

WITNESS my signature and the seal of the Economic Development Authority of James City County, this 14th day of July, 2016.



Secretary  
Economic Development Authority of James City County

[SEAL]