

RESOLUTION APPOINTING WILMINGTON TRUST, N.A.

AND REMOVING U.S. BANK NATIONAL ASSOCIATION

AS TRUSTEE UNDER MASTER INDENTURE

WHEREAS, the James City Service Authority (the "Authority") is a public body politic and corporate of the Commonwealth of Virginia duly created pursuant to the Virginia Water and Waste Authorities Act ((formerly the Virginia Water and Sewer Authorities Act) Chapter 51, Title 15.2, Code of Virginia of 1950, as amended) by the Board of Supervisors of James City County, Virginia (the "County"), and is authorized to acquire, construct, operate and maintain water, sewer and other facilities and to borrow money and to issue its revenue bonds to pay all or part of the cost of such facilities; and

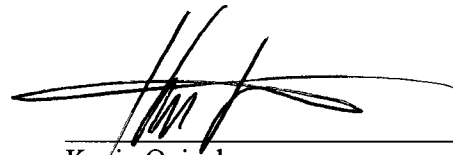
WHEREAS, the Authority and U.S. Bank National Association and its successor or successors (the "Trustee"), have entered into a Master Indenture of Trust dated as of April 1, 2003, as supplemented and amended (collectively, the "Master Indenture"); and

WHEREAS, no Event of Default or event which, with notice or lapse of time or both, would become an Event of Default has occurred and is continuing under the Master Indenture; and

WHEREAS, the Master Indenture provides for the removal of the Trustee by the Authority upon the finding by the Authority that the Trustee has not been satisfactorily performing its duties and obligations under the Master Indenture.

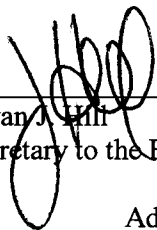
NOW, THEREFORE BE IT RESOLVED by the Board of Directors of the James City Service Authority, of James City County, Virginia, that:

1. The Authority hereby finds that U.S. Bank National Association has not been satisfactorily performing its duties and obligations as Trustee under the Master Indenture.
2. The Authority hereby appoints Wilmington Trust, N.A. as Trustee under the Master Indenture and hereby removes U.S. Bank National Association as Trustee under the Master Indenture.
3. The officials and employees of the Authority are authorized and directed to deliver all certificates and instruments and to take all such further action as they may consider necessary or desirable in connection with the removal of U.S. Bank National Association, as Trustee under the Master Indenture and the appointment of Wilmington Trust, N.A., as Trustee under the Master Indenture.
4. All other resolutions or parts thereof in conflict herewith are repealed.
5. This resolution shall take effect immediately.



Kevin Onizuk
Chairman, Board of Directors

ATTEST:


Bryan J. Hill
Secretary to the Board

MCGLENNON
LARSON
ONIZUK
SADLER
HIPPLE

VOTES			
<u>AYE</u>	<u>NAY</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
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Adopted by the Board of Directors of the James City Service Authority, James City
County, Virginia, this 22 day of March, 2016.

Trustee-res

The undersigned Secretary of the James City Service Authority certifies that:

1. A regular meeting of the James City Service Authority was held on this 22nd day of March 2016, at which the following members were present and absent:

PRESENT: McGlennon
Larson
Onizuk
Sadler

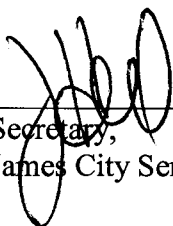
ABSENT: Hipple

2. A resolution entitled "Resolution Appointing Wilmington Trust, N.A. and Removing U.S. Bank National Association, as Trustee Under Master Indenture" was adopted at such meeting by the [unanimous] vote of the members of the Authority present at the time of such vote. Attached hereto is a true and correct copy of such resolution.

3. This 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 James City Service Authority this 22nd day of March 2016.

(SEAL)



Secretary,
James City Service Authority