

AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON THE 27TH DAY OF MAY, 2003, AT 7:00 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

A. ROLL CALL

Jay T. Harrison, Sr., Chairman, Berkeley District
Bruce C. Goodson, Vice Chairman, Roberts District
John J. McGlennon, Jamestown District
Michael J. Brown, Powhatan District, Absent
James G. Kennedy, Stonehouse District

Sanford B. Wanner, County Administrator
Frank M. Morton, III, County Attorney

B. MOMENT OF SILENCE

Mr. Harrison requested the Board and citizens observe a moment of silence.

C. PLEDGE OF ALLEGIANCE

Makonna Johnson and Shakeela Johnson led the Board and citizens in the Pledge of Allegiance.

D. PRESENTATION

1. Clean County Commission Annual Report – Felecia Manley, Chair

Ms. Felecia Manley, Chair of the Clean County Commission provided the Board with an overview of the Commission's accomplishments during the past year including litter control, beautification, recycling, and educational efforts.

E. PUBLIC COMMENT

1. Ms. Ruth Larson, Vice President of The Meadows Homeowners' Association, stated concern regarding the safety of pedestrians and vehicles because of the traffic turning movements into Mid County Park and onto Old Field Road.

2. Mr. Ed Oyer, 139 Indian Circle, commended the organizers of the Memorial Service held at Williamsburg Memorial Park on Memorial Day.

F. HIGHWAY MATTERS

Mr. Steven Hicks, Resident Engineer, Virginia Department of Transportation, stated that Racefield Drive (Route 622) is scheduled to be paved in July and the portion of Ironbound Road (Route 615) between Sandy Bay Road (Route 681) and Jamestown Road (Route 31) will be worked on in August.

Mr. Harrison restated Ms. Larson's concern about the turn lane into Mid County Park.

Mr. Hicks stated that he would have a traffic study performed on the site.

Mr. Harrison requested if the drainage area along Ironbound Road (Route 615) will be maintained regularly.

Mr. Hicks stated that it will be cleaned and monitored.

Mr. Kennedy requested guardrails be installed along Route 60 in both the Lightfoot area and the area near the Olive Branch Church to reduce the number of vehicular accidents.

Mr. Hicks stated that he would have VDOT review the recommendation.

G. CONSENT CALENDAR

Mr. McGlennon made a motion to adopt the items on the Consent Calendar.

On a roll call, the vote was: AYE: McGlennon, Goodson, Kennedy, Harrison (4). NAY: (0). ABSENT: Brown (1).

1. Minutes –
 - a. April 22, 2003, Regular Meeting.
2. Additional Allocations – Social Services Division

RESOLUTION**ADDITIONAL ALLOCATIONS - SOCIAL SERVICES DIVISION**

WHEREAS, the State Department of Social Services has provided additional funding for Head Start Child Day Care, VIEW Job Working/Transitional Child Day Care, and Fee System Child Day Care;

WHEREAS, sufficient matching funds have been previously appropriated in the Social Services budget.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes the following appropriation amendments:

Revenues:

From the Commonwealth

\$81,335

Expenditures:

Head Start Child Day Care	\$13,000
VIEW JOBS Working/Trans Child Day Care	35,928
Fee System Child Day Care Fee	40,000
Fringe Benefits (Local Funding)	<u>(7,593)</u>
	<u>\$81,335</u>

3. Chesapeake Bay Preservation Ordinance Violation – Civil Charge – Daniel Waltrip

RESOLUTION

CHESAPEAKE BAY PRESERVATION ORDINANCE VIOLATION -

CIVIL CHARGE - DANIEL WALTRIP

WHEREAS, Daniel Waltrip is the owner of a certain parcel of land, commonly known as 157 Saw Mill Road, designated as Parcel No. (1-22B) on James City County Real Estate Tax Map No. (36-3); hereinafter referred to as the ("Property"); and

WHEREAS, on or about April 4, 2002, it was determined by County staff that vegetation was removed from approximately 3,000 square feet of area in the Resource Protection Area on the Property; and

WHEREAS, Daniel Waltrip agreed to a Restoration Plan to replant 30 trees or 90 shrubs, on the Property in order to remedy the violation under the County's Chesapeake Bay Preservation Ordinance and Daniel Waltrip has provided surety to the County to guarantee the completion of the restoration for the Resource Protection Area on the Property; and

WHEREAS, Daniel Waltrip has agreed to pay \$2,500 to the County as a civil charge under the County's Chesapeake Bay Preservation Ordinance; and

WHEREAS, the James City County Board of Supervisors is willing to accept the restoration of the impacted areas and the civil charge in full settlement of the Chesapeake Bay Preservation Ordinance violation, in accordance with Sections 23-10 and 23-18 of the Code of the County of James City.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes and directs the County Administrator to accept the \$2,500 civil charge from Daniel Waltrip as full settlement of the Chesapeake Bay Preservation Ordinance Violation.

4. Concerning the Issuance of Refundine Revenue Bonds Series 2003 by the Virginia Peninsula Regional Jail Authority

RESOLUTION OF THE COUNTY OF JAMES CITY

CONCERNING THE ISSUANCE OF REFUNDING REVENUE BONDS SERIES 2003

BY THE VIRGINIA PENINSULA REGIONAL JAIL AUTHORITY

- WHEREAS, the County of James City is a member of the Virginia Peninsula Regional Jail Authority (the "Authority") created by the County of James City, the City of Poquoson, the City of Williamsburg, and the County of York (collectively, the "Member Jurisdictions") pursuant to Article 3.1, Chapter 3, Title 53.1 of the Code of Virginia of 1950, as amended (the "Act"); and
- WHEREAS, the Authority and the Member Jurisdictions entered in a Cooperative Service Agreement dated as of November 14, 1994, as superseded by an Amended and Restated Cooperative Service Agreement dated as of August 1, 1995 (the "Service Agreement") which provided, among other things, for the planning, development, and operation of the Authority's regional jail facility (the "Regional Jail"), and provided for the financing of the Regional Jail through the issuance of the Authority's revenue bonds; and
- WHEREAS, in furtherance of the provisions of the Service Agreement and the Act, the Authority issued its Regional Jail Facility Revenue Bonds, Series 1995, in the aggregate principal amount of \$36,340,000 (the "1995 Bonds"); and
- WHEREAS, in connection with the issuance of the Authority's 1995 Bonds, each of the Member Jurisdictions agreed in the Service Agreement, subject to the appropriation of funds for such purposes, to provide funding makeup support on a proportionate basis for: (i) the payment of debt service on the 1995 Bonds and (ii) to cure any deficiency in the debt service reserve fund established by the Authority for the 1995 Bonds in the event the Authority lacked sufficient funds to make such payment or to cure such deficiency (the "Debt Service and Reserve Makeup Undertaking"); and
- WHEREAS, in connection with the issuance of the 1995 Bonds by the Authority, the Member Jurisdictions further agreed to provide annually for as long as the 1995 Bonds remained outstanding to each nationally recognized municipal securities information repository certain financial information and operating data as more particularly described in the Continuing Disclosure Agreement dated September 15, 1995, (the "Continuing Disclosure Agreement") among the Authority, the Member Jurisdictions, and Crestar Bank, now SunTrust Bank, as dissemination agent (the "Continuing Disclosure Undertaking"); and
- WHEREAS, in order to achieve debt service savings and to restructure debt service payments, the Authority proposes to issue a series of refunding bonds in the aggregate principal amount of approximately \$21,655,000 (the "Refunding Bonds") to refund a portion of the 1995 Bonds and to apply the prepaid reimbursement payment received from the Commonwealth of Virginia for the Commonwealth's share of the construction and financing costs of the Regional Jail to defease and redeem the balance of the 1995 Bonds; and

WHEREAS, such refunding, defeasance, and redemption of the 1995 Bonds by the Authority will cause the Debt Service and Reserve Makeup Undertaking and the Continuing Disclosure Undertaking of the Member Jurisdictions with respect to the 1995 Bonds to terminate; and

WHEREAS, to facilitate the sale of the Refunding Bonds, the insurer for the Refunding Bonds has required that the Authority request that each Member Jurisdiction agree to extend its Continuing Disclosure Undertaking and agree to extend its Debt Service and Reserve Makeup Undertaking to the Authority for the Refunding Bonds.

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

1. Approval of Continuing Disclosure Agreement. The Continuing Disclosure Undertaking in connection with the issuance of the Authority's Refunding Bonds is hereby approved, such undertaking being on substantially the same terms and conditions as are set forth in the Continuing Disclosure Agreement for the Authority's 1995 Bonds, the form of which is on file with the County, which is hereby approved in substantially such form.
2. Approval of Debt Service and Reserve Makeup Undertaking. The Debt Service and Reserve Makeup Undertaking for the Authority's Refunding Bonds is hereby approved on substantially the same terms and conditions as such undertaking is contained in the Service Agreement, including the requirement that such undertaking is subject to the appropriation of funds for such purpose, provided, however, the percentage on which such undertaking shall be based for each Member Jurisdiction in any given fiscal year in which payment may be required shall be derived from the percentage of each Member Jurisdiction's utilization of the Regional Jail for the immediately preceding fiscal year.
3. Approval and Execution of Documents. The Chairman or the Vice Chairman are each authorized to execute and deliver on behalf of the Authority, and, if required, the Secretary or any Assistant Secretary of the Authority is authorized to affix and attest the seal of the Authority to, the Continuing Disclosure Agreement in substantially the form on file with such changes, insertions, or omissions, as may be approved by the Chairman or Vice Chairman, and to any amendment to the Service Agreement which may be necessary or desirable to reflect the changes to the Debt Service and Reserve Makeup percentage herein authorized, whose approval will be evidenced conclusively by the execution and delivery of such documents. Each officer of the County is authorized to execute and deliver on behalf of the County such other instruments, documents, or certificates, and to do and perform such things and acts, as they deem necessary or appropriate to carry out the transactions authorized by this Resolution and all of the foregoing, previously done or performed by such officers, are in all respects approved, ratified, and confirmed.
4. This resolution shall take effect immediately

5. Contributions to Conferences, Inc.R E S O L U T I O NCONTRIBUTION TO CONFERENCES. INC.

WHEREAS, the Virginia Association of Counties (VACo) will be hosting the National Association of Counties (NACo) annual conference in July 2007; and

WHEREAS, VACo has created a nonprofit corporation (Conferences, Inc.) to raise funds; and

WHEREAS, VACo has requested each Virginia county to contribute a minimum of \$1,000 to Conferences Inc., in order to assist VACo to carry out its responsibilities and duties.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes \$1,000 to be paid to Conferences Inc., from FY 03 Board Professional Services.

H. PUBLIC HEARING

1. Public Hearing to Authorize the Acquisition by Voluntary Conveyance or Condemnation of Certain Easements Across Property at 1321 Jamestown Road, James City County, Virginia. Owned by Sarah A. Armistead, Trustee, and Letitia Hanson, for Public Purposes, To Wit: Easements Related to a Public Water Supply

Mr. Larry M. Foster, General Manager of the James City Service Authority, stated that staff has been informed that a public hearing is required for this matter which the Board approved on April 22, 2003.

Staff recommended that following a Public Hearing, the Board adopt the resolution.

Mr. Harrison opened the Public Hearing.

As no one wished to speak to this matter, Mr. Harrison closed the Public Hearing

Mr. McGlennon made a motion to adopt resolution.

On a roll call, the vote was: AYE: McGlennon, Goodson, Kennedy, Harrison (4). NAY: (0). ABSENT: Brown (1).

A RESOLUTION TO AUTHORIZE THE ACQUISITION, BY
VOLUNTARY CONVEYANCE OR CONDEMNATION, OF CERTAIN
EASEMENTS ACROSS PROPERTY AT 1321 JAMESTOWN ROAD,
JAMES CITY COUNTY, VIRGINIA, OWNED BY SARAH H. ARMISTEAD,
TRUSTEE, AND LETITIA HANSON, FOR PUBLIC PURPOSES,
TO WIT: EASEMENTS RELATED TO A PUBLIC WATER SUPPLY SYSTEM

WHEREAS, the James City Service Authority is constructing a desalinization plant which will require a concentrate discharge line; and

WHEREAS, the concentrate discharge line needs to cross certain real property commonly known as 1321 Jamestown Road and designated as Parcel No. (1-24) on James City County Real Estate Tax Map No. (46-2) (the "Property"); and

WHEREAS, after holding a public hearing, in the opinion of the Board of Supervisors of James City County, Virginia, a public necessity exists for the acquisition of easements across the Property for the installation, operation, maintenance **and/or** removal of an underground liquid transmission pipeline and utility services related to a public water supply system, for public purposes and for the preservation of the health, safety, peace, good order, comfort, convenience, morals, and welfare of James City County, Virginia.

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

1. The acquisition of **the** hereinafter described property for water supply system purposes is declared to be a public necessity and to constitute an authorized public undertaking pursuant to §25-232.01, Code of Virginia (1950), as amended and it is further declared that the acquisition and use of such property by the County will constitute a public use as defined by § 15.2-1900, Code of Virginia (1950), as amended.
2. The County elects to use the procedures set forth in §§ 33.1-119 through 33.1-132, as authorized by §15.2-1904A, Code of Virginia (1950), as amended.
3. A public necessity exists that the County enter upon and take the hereinafter described property for the purposes described hereinabove prior to or during the condemnation proceedings and the County **declares** its intent to so enter and take the property under those powers granted the Commonwealth Transportation Commissioner pursuant to §§ 33.1-119 through 33.1-132, Code of Virginia (1950), as amended.
4. The County Attorney **and/or** the law firm of Randolph, Boyd, Cherry and Vaughan be and they are hereby authorized and directed to acquire by voluntary acquisition or, if necessary, by condemnation in the manner provided by Title 25, Code of Virginia (1950), as amended, and by Article 7 (§ 33.1-89 et seq.), Code of Virginia (1950), as amended, the hereinafter described property.
5. The names of the present owners of the property to be acquired are:
Sarah H. Armistead, Trustee with the Power of Sale Under the Will of Robert T. Armistead and Letitia Hanson.
6. A substantial description of the property is:

(1) a 20'-wide easement in perpetuity for the installation, operation, maintenance and/or removal of an underground liquid transmission pipeline and related utility services, and (2) two adjacent 10'-wide temporary construction easements to provide access to the permanent easement ~~area~~ during construction that will expire upon completion of construction, (3) two adjacent 40'-wide temporary construction easements to provide construction staging of equipment during construction that will expire upon completion of construction over, upon, across, and under the following described property, to-wit:

All those certain pieces or portions of land lying and situate in Berkeley Magisterial District, James City County, Virginia, shown and designated as "20' PERMANENT UTILITY EASEMENT FOR THE EXCLUSIVE USE OF J.C.S.A." and "10' TEMP. CONSTRUCTION EASEMENTS" and "40' TEMP. CONST. ESMTS." on that certain plat entitled "PLAT OF EASEMENT FOR CONVEYANCE TO JAMES CITY SERVICE AUTHORITY FROM THE XOSA ARMISTEAD ESTATE" dated January 9, 2003 and revised April 16, 2003, prepared by AES Consulting Engineers, of Williamsburg, Virginia; said plat being attached hereto, for a more complete description of the easements herein conveyed.

The Grantors shall retain the right to place one or more roads, constructed to meet or exceed applicable Virginia Department of Transportation standards, across the easements granted herein, provided that the top of any pipeline placed by the Grantee therein remains at least 36 inches below the surface of any such road and further provided that any such road shall cross the easement at an approximate right angle (90°).

7. Just compensation is estimated to be \$6,700.00 based upon an appraisal.
8. No condemnation proceedings shall be commenced until the preconditions of § 15.2-1903(A), Code of Virginia (1950), as amended, have been met.
9. In the event any of the property described in Paragraph 6 of this resolution has been conveyed, the County Attorney and/or the law firm of Randolph, Boyd, Cherry and Vaughan are authorized and directed to institute proceedings against the successors in title.
10. That an emergency is declared to exist and this resolution shall be effect from the date of its passage.

I. BOARD CONSIDERATION**1. PDR Program – Offer to Sell a Conservation Easement – Tax Parcel No. 2230100026**

Mr. Edward T. **Overton**, Jr., Administrator of the Purchase of Development Rights Program, stated that Bert E. Geddy, Jr., has accepted the conservation easement appraisal value and agreed upon terms of a conservation easement on approximately 167.50 acres of property identified as Tax Parcel No. 2230100026.

The Board thanked members of the Purchase of Development Rights Committee and Mr. **Overton** for their work

Mr. Kennedy made a motion to adopt the resolution.

Onaroll call, the votewas: AYE: **McGlennon, Goodson, Kennedy, Harrison** (4). NAY: (0). ABSENT: **Brown** (1).

J. PUBLIC COMMENT - None**K. REPORTS OF THE COUNTY ADMINISTRATOR**

Mr. **Wanner** recommendedthat at the conclusion of the Board's agenda, the Board recess until 4 p.m. on June 10, 2003, for a Joint Meeting with the Planning Commission regarding the Comprehensive Plan.

Mr. **Wanner** recommended that if there was no objection from the Board, the Board address the Colonial Services Board reappointment during the Board's requests and directives.

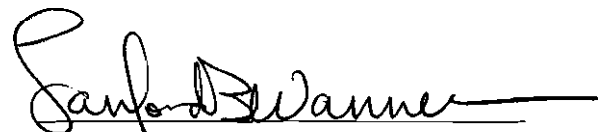
L. BOARD REQUESTS AND DIRECTIVES

Mr. **McGlennon** made a motion to reappoint **Janis MacQueston** to a three-year term on the Colonial Services Board, term to expire on June 30, 2006.

Onaroll call, the vote was: AYE: **McGlennon, Goodson, Kennedy, Harrison** (4). NAY: (0). ABSENT: **Brown** (1).

M. RECESS

At 8:30 p.m. Mr. **Harrison** recessed the Board until 4 p.m. on June 10, 2003, for a Joint Meeting with the Planning Commission regarding the Comprehensive Plan.


Sanford B. Wanner
Clerk to the Board

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

FISCAL IMPACT STATEMENT
 SUBMITTED TO THE
 INDUSTRIAL DEVELOPMENT AUTHORITY OF
 JAMES CITY COUNTY

The undersigned applicant, in order to permit it to submit the following information in compliance with Section 15.2-4907 of the Code of Virginia, 1950, as amended, states:

Name of applicant: WILLIAMSBURG LANDING, INC

Facility: WILLIAMSBURG LANDING CONTINUING CARE RETIREMENT COMMUNITY
 (Construction of portion of addition (10 units) and site work only)

- | | | |
|----|---|--------------|
| 1. | Maximum amount of financing sought | \$47,000,000 |
| 2. | Estimated taxable value of facility's real property to be constructed in the locality (construction costs) | \$ 3,460,599 |
| 3. | Estimated real property tax per year using present tax rates | \$ 30,107 |
| 4. | Estimated personal property tax per year using present tax rates | \$ _____ |
| 5. | Estimated merchant's capital tax per year using present tax rates | \$ _____ 0 |
| 6. | a. Estimated dollar value per year of goods that will be purchased from Virginia companies within the locality | \$ 31,904 |
| | b. Estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality | \$ _____ 0 |
| | c. Estimated dollar value per year of services that will be purchased from Virginia companies within the locality | \$ 29,117 |
| | d. Estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality | \$ _____ 0 |
| 7. | Estimated number of regular employees on year round basis | 2.4 FTE |
| 8. | Average annual salary per employee | \$ 31,295 |

Dated: April 4, 2003

WILLIAMSBURG LANDING, INC

By: *John A. Dug*
 Executive Director

INDUSTRIAL DEVELOPMENT AUTHORITY OF
 THE COUNTY OF JAMES CITY

By: *[Signature]*
 Chairman

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.