

AT A SPECIAL MEETING OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON AUGUST 11, 1999, AT 3:30 P.M. IN THE BUILDING E CONFERENCE ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

1. ROLL CALL

The meeting was called to order by Chairman Bartlett at 3:30 p.m. A roll call by Secretary Taylor identified the following members present:

Mr. Gilbert Bartlett
Mr. John Berkenkamp
Mr. Vincent Campana, Jr.
Mr. William Greenwood
Mr. Sterling Nichols

ALSO PRESENT

Keith Taylor, Secretary, IDA
William Porter, Assistant County Administrator
Ronald Nervitt, Board of Supervisors
Donna Christian, Recording Secretary, IDA
Sandra Barner, Project Coordinator, Econ. Devp.
Rona Vrooman, Total Quality Performance, JCC

ABSENT

Mr. Jon Nystrom
Mr. Robert Demer

2. WORK SESSION

Mr. Bartlett briefly discussed the purpose of the meeting, which was to be a work session to develop an outline for the September joint meeting with the Board of Supervisors. Mr. Taylor introduced Rona Vrooman who facilitated the meeting. The questions raised were:

1. What is the role of the IDA/BOS in enhancing commercial and industrial revenue and the tax base?
2. What is the role of the IDA/BOS in mitigating the under-employment problem in James City County?

3. What is the role of the IDA/BOS in the retention of present industrial and commercial entities?

4. What role does the BOS want the IDA to play in economic development?

Also, the IDA agreed that Chairman Bartlett would write a letter to Board Chairman, Jack Edwards requesting the Board defer voting on the newly revised Economic Development Incentives policy until after a joint meeting with the IDA to allow for further discussion of the subject.

3. OTHER BUSINESS

Mr. Leo Rogers, Deputy County Attorney presented to the IDA a resolution for tax certificate regarding the Mainland Farms transaction. On a motion by Mr. Campana and a second by Mr. Nichols the resolution was approved by unanimous voice vote.

4. ADJOURNMENT

There being no further business Chairman Bartlett entertained a motion from Mr. Berkenkamp to adjourn. The motion was seconded by Mr. Campana and approved by unanimous voice vote. The meeting was adjourned at 5:05 p.m.


Gilbert A. Bartlett, Chairman


Keith A. Taylor, Secretary

RESOLUTION
FOR TAX CERTIFICATE

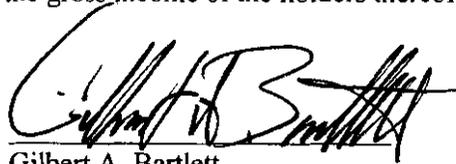
The Industrial Development Authority of the County of James City, Virginia, a political subdivision of the Commonwealth of Virginia (the "Authority"), hereby certifies as follows:

1. The Authority intends to use the real property known as Mainland Farm (the "Property") for uses that are in furtherance of the Authority's governmental purposes.

2. The Authority will not be renewing the existing lease with respect to the Property, dated November 1, 1993 (the "Lease"), that expires on December 31, 1999. The Authority intends instead to enter into a management contract for operation of the Property that conforms with the requirements of Revenue Procedure 97-13 promulgated by the Internal Revenue Service.

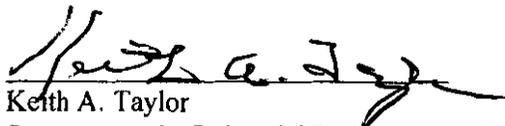
3. The Authority authorizes and directs its Chairman to execute a Promissory Note dated August 12, 1999 in the amount of \$1,200,000.00 ("Note"), a Purchase Money Deed of Trust dated August 12, 1999 and such other documents as may be necessary to acquire the Property and encumber the Property with the purchase money debt. It is the intent of the Authority that the interest payable under the Note be excluded from the noteholders gross income for federal tax purposes and exempt from income taxation by the Commonwealth of Virginia.

4. No person or entity other than the Authority has an interest in the Property as of the date hereof other than pursuant to the Lease or the Purchase Money Deed of Trust from the Authority to the trustees thereunder for the benefit of the sellers of the Property. The Authority will not permit any other person to acquire an interest in or otherwise use the Property in a manner that would cause the Note to become a "private activity bond" or otherwise cause the interest on the Note to become includable in the gross income of the holders thereof for federal income tax purposes. The Authority will not take or permit any other action that would cause interest on the Note to become includable in the gross income of the holders thereof for federal income tax purposes.



Gilbert A. Bartlett
Chairman, Industrial Development Authority

ATTEST:



Keith A. Taylor
Secretary to the Industrial Development Authority

Adopted by the Industrial Development Authority of James City County, Virginia, this 11th day of August, 1999.

VOTE:

AYE: 5

NAY: 0