

WORK SESSION MINUTES

**ECONOMIC DEVELOPMENT AUTHORITY
OF JAMES CITY COUNTY
BUILDING C CONFERENCE ROOM, 101 MOUNTS BAY ROAD
3:00 PM, THURSDAY, JULY 15, 2004**

1. CALL TO ORDER

The meeting was called to order by Chairman Campana at 3:00 PM.

2. ROLL CALL

A roll call identified the following members present:

Mr. John Berkenkamp
Mr. Alvin Bush
Mr. Vincent Campana, Jr.
Ms. Virginia Hartmann
Mr. Bernard Ngo
Mr. Mark Rinaldi

Also Present:

Michael J. Brown, Board of Supervisors IDA Liaison
Keith A. Taylor, IDA Secretary
William C. Porter, Jr., Assistant County Administrator
Suzanne Mellen, County Director of Budget and Accounting
Sandra Barner, County Economic Development Project Coordinator
Marcè Musser, IDA Recording Secretary
Steve Johnson, Troutman Sanders LLP, IDA Bond Counsel
Sandra Jones McNinch, Troutman Sanders LLP, APVA Bond Counsel

Absent:

Mr. Gilbert Bartlett

3. PERSONNEL MATTERS

Mr. Campana congratulated Ms. Hartmann on her reappointment to the Economic Development Authority. He stated that the Board of Supervisors had tabled the appointment of someone to fill the remaining vacant director's position until its July 27 meeting.

4. APPROVAL OF MINUTES

- a. On a motion by Mr. Berkenkamp, and a second by Ms. Hartmann, the minutes from the May 20, 2004 Regular Meeting, were approved by unanimous voice vote.
- b. On a motion by Mr. Rinaldi, and a second by Mr. Ngo, the minutes from the June 15, 2004 Work Session, were approved by unanimous voice vote.
- c. On a motion by Ms. Hartman and a second by Mr. Bush the minutes from the June 23, 2004 Work Session, were approved as corrected by unanimous voice vote.

5. FINANCIAL REPORTS

Ms. Mellen presented the Treasurer's and Financial Reports to for the months of May and June. There were no questions.

On a motion by Mr. Berkenkamp, and a second by Mr. Rinaldi, the Reports were approved by unanimous voice vote.

6. ACTION ITEMS

Ms. McNinch handed out a revised Resolution Authorizing Issuance of the Industrial Development Revenue Bonds (Association for the Preservation of Virginia Antiquities – Historic *Jamestowne* Project) Series 2004. She gave an overview and answered questions. The Bond is scheduled to close in late August.

Mr. Johnson stated the resolution and documents were in order.

On a motion by Mr. Berkenkamp, and a second by Mr. Bush, the Resolution Authorizing Issuance of the Industrial Development Revenue Bonds (Association for the Preservation of Virginia Antiquities – Historic *Jamestowne* Project) Series 2004 was approved by roll call vote:

Mr. Berkenkamp	Aye
Mr. Bush	Aye
Mr. Campana	Aye
Ms. Hartmann	Aye
Mr. Ngo	Aye
Mr. Rinaldi	Aye

7. DISCUSSION ITEMS

- a. Mr. Campana asked Ms. Hartmann to lead discussion on plans for the joint Board of Supervisors/Economic Development Authority work session July 27. She presented an outline of discussion topics. It will be finalized next week and presented to the Board of Supervisors in advance of the work session as the suggested basis for discussion

- b. At the request of Mr. Wanner, Mr. Campana appointed Mr. Bush and Ms. Hartmann as a subcommittee to review information gathered by staff on assistance, incentives and retention policies of comparable Virginia counties and cities, and offer recommendations as to what, if anything, James City County should consider either adding to or amending its current policies. Mr. Rinaldi suggested, and there was a consensus of the Directors that the study be regional instead of just looking at Virginia, particularly to include municipalities in North Carolina.

A preliminary report will be brought by the subcommittee to the October EDA Work Session for discussion by the Directors, after which a final report will be presented to Mr. Wanner by October 31, 2004, per his request.

8. REPORTS

- c. BOS Liaison to EDA

Nothing to report at this time.

- d. Planning Commission Liaison

Ms. Hartmann stated there was still no report because the present issues have again been deferred.

Mr. Taylor stated that as the result of a current Prospect, the Planning Commission has recommended changing M-1 and M-2 Zoning to include manufacture of stone products.

- c. Peninsula Alliance for Economic Development

Mr. Piggott was unable to attend.

Mr. Taylor stated the PAED Marketing Committee meets tomorrow to review the marketing plan for this fiscal year. If approved, the plan will then go to the Executive Committee for review before going to the PAED Board.

Mr. Taylor announced that one of the EDA's former directors, Mr. Jon Nystrom, may be the Chair of the PAED Board for the coming year.

Mr. Berkenkamp asked what the current status was of the PAED proposed merger with HREDP. Mr. Taylor stated that Mr. Rick Weigel has withdrawn his resignation as PAED President, but his willingness to retire within the next two years could help facilitate this merger.

c. Crossroads Project Liaison

Mr. Porter reported the Crossroads Group continues to meet, with a stakeholders meeting being scheduled in October. The people on the Crossroads Group are, for the most part, the same as those on the Hospital Reuse Committee, and their time has been split between the two.

d. Technology Policy Action Strategy

Mr. Taylor stated that we are presently afforded the opportunity to implement one of the recommendations from the Technology Policy study. The technology related business incubator will be located on one floor of one of the office buildings being purchased by the County on Ironbound Road to spawn technology based companies. It will need to be subsidized, and will be driven by a management team yet to be determined, with the hope that in a couple of years it will grow to need more space and resources. Staff has met a number of times with the Hampton Roads Technology Council staff for direction on this project.

e. Small Business and Enterprise Initiatives

Mr. Bush announced there is to be a follow-up survey on last year's Women and Minority Owned Business Conference scheduled for this fall to reach out to those who attended last year's conference. Questions will be asked to determine the success of the Conference and ascertain the interest and appeal of having another Conference next year.

9. REPORTS OF THE ECONOMIC DEVELOPMENT STAFF

a. Mrs. Barner announced two upcoming events:

1. Celebration of Business, October 7, 6:30-8:30 PM at *Jamestowne* Settlement which will feature some remarks about the work at the Settlement and the 2007 Celebration, and the Captain John Smith Award (ballots will go out mid-August).
2. Business Leaders' Breakfast, October 28, 7:30 AM at the Radisson Fort Magruder with possible topics to be determined.

b. Mr. Taylor announced James City County will moderate the summer Sensor Science and Technology Forum, July 16, at William & Mary's Trinkle Hall. OED is the sponsor of the SS&T Forum for the second year in a row.

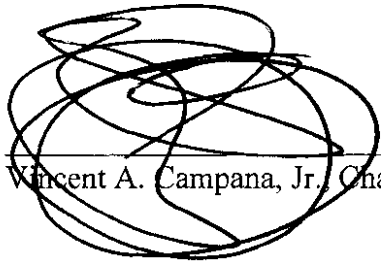
c. Mr. Taylor informed the EDA that the Office of Economic Development has this fall been scheduled by the PAED to appear before Virginia Economic Development Partnership to update them on what is going on in James City County. The plan is to put some emphasis on a couple of our parks in the James River Enterprise Zone: Greenmount, James River Commerce Center, etc.

10. OTHER BUSINESS

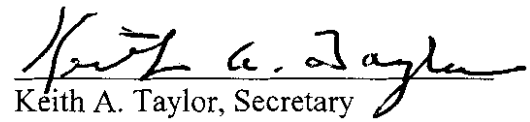
- a. Mr. Campana asked OED Staff to look at planning a reception for retiring IDA Director Bartlett and retiring General Counsel Frank Morton.

11. ADJOURNMENT

There being no further business, Mr. Campana entertained a motion from Mr. Rinaldi to adjourn. The meeting was adjourned at 5:00 PM



Vincent A. Campana, Jr., Chairman



Keith A. Taylor, Secretary

**RESOLUTION AUTHORIZING THE ISSUANCE OF INDUSTRIAL
DEVELOPMENT REVENUE BONDS (ASSOCIATION FOR THE
PRESERVATION OF VIRGINIA ANTIQUITIES – HISTORIC
JAMESTOWNE PROJECT) SERIES 2004 BY THE ECONOMIC
DEVELOPMENT AUTHORITY OF JAMES CITY COUNTY, VIRGINIA
AND OTHER MATTERS IN CONNECTION THEREWITH**

The Economic Development Authority of James City County, Virginia (the “Issuer”) is duly organized under the Virginia Industrial Development and Revenue Bond Act (the “Act”). In the furtherance of the Act’s purposes, the Issuer is authorized to issue its bonds and to loan the proceeds of its bonds to organizations (other than organizations organized and operated exclusively for religious purposes) which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and which are exempt from federal income taxation pursuant to Section 501(a) of the Code, to finance or refinance facilities for use by such organizations. The Association for the Preservation of Virginia Antiquities (the “Borrower”), is a nonprofit Virginia nonstock corporation which is not organized and operated exclusively for religious purposes, and which is described in Section 501(c)(3) of the Code and exempt from taxation pursuant to Section 501(a) of the Code. The Borrower has requested the Issuer to issue up to \$6,000,000 of its Industrial Development Revenue Bonds (Association for the Preservation of Virginia Antiquities – Historic *Jamestowne* Project) Series 2004 (the “Bonds”) and to loan the proceeds of such Bonds to the Borrower to finance (1) the construction, equipping and development of a 7,500 square foot building to be called the “Archaearium,” (2) the renovation, equipping and development of an existing building known as the “Dale House,” (3) the acquisition, construction and equipping of mobile units for exhibit space and other improvements at Historic *Jamestowne* (together, the Archaearium, the Dale House, the mobile units and the other improvements are the “Project”), and (4) the costs of issuing the Bonds. The Project will be located on the 22.5 acres of land owned by the Borrower on Jamestown Island in the County of James City, Virginia (the “County”).

As evidenced by an Inducement Resolution adopted by the Issuer on June 15, 2004 (the “Inducement Resolution”), the Issuer has agreed to issue the Bonds in one or more series, at one time or from time to time, subject to the conditions described therein.

The Bonds will be issued pursuant to the terms of a Trust Indenture tentatively dated as of August 1, 2004 (the “Indenture”), between the Issuer and Wachovia Bank, National Association, as trustee (the “Trustee”). The proceeds of the Bonds will be loaned by the Issuer to the Borrower pursuant to a Loan Agreement tentatively dated as of August 1, 2004 (the “Loan Agreement”), between the Issuer and the Borrower. In the Loan Agreement, the Borrower will evidence its obligation to repay the loan from the Issuer in amounts necessary to pay when due the principal, purchase price, premium, if any, and interest coming due on the Bonds by issuing to the Issuer the Borrower’s Promissory Note in the same principal amount as the Bonds (the “Note”).

Initially, the Bonds will be secured by a letter of credit (the “Letter of Credit”) issued by Wachovia Bank, National Association (the “Bank”) pursuant to a Credit and Reimbursement

Agreement tentatively dated as of August 1, 2004 (the "Reimbursement Agreement") between the Borrower and the Bank.

The Bonds will be initially placed by Wachovia Bank, National Association (the "Placement Agent") pursuant to a Placement Letter Agreement tentatively dated as of August 1, 2004 (the "Placement Agreement") among the Issuer, the Borrower and the Placement Agent. From time to time, Bonds tendered for purchase will be remarketed by Wachovia Bank, National Association (the "Remarketing Agent") pursuant to a Remarketing Agreement tentatively dated as of August 1, 2004 (the "Remarketing Agreement") between the Remarketing Agent and the Borrower.

The foregoing arrangements for the issuance of the Bonds will be reflected in the Indenture, the Bonds, the Loan Agreement, the Note, the Letter of Credit, the Reimbursement Agreement, the Placement Agreement and the Remarketing Agreement (together, the "Bond Documents"). Further, the Bonds will be offered for sale pursuant to a Private Placement Memorandum to be dated on or before the date of the delivery of the Bonds (the "Private Placement Memorandum"), which briefly describes the Bonds, the security therefor, the Issuer, the Borrower, the Bank and the Project. The forms of all of such documents have been presented to this meeting and filed with the Issuer's records.

After careful consideration and in furtherance of the public purposes for which the Issuer was created, **NOW, THEREFORE, BE IT RESOLVED, THAT:**

1. The Issuer hereby approves the issuance of the Bonds substantially upon the terms set forth therein and in the Indenture. Although the final terms of the Bonds have not yet been determined, the Bonds shall be in a principal amount not to exceed \$6 million, shall initially bear interest at the Initial Interest Rate and the Variable Rate, as such terms are defined in the Indenture, shall have a weighted average maturity not to exceed 30 years, shall have a final maturity date no later than August 1, 2034, and shall be subject to redemption, purchase and remarketing as set forth in the Bond Documents. The Chairman and Vice Chairman of the Issuer are authorized to approve the final terms of the Bonds, which such approval shall be conclusively evidenced by the execution and delivery of the Placement Agreement.

The principal of, premium, if any, and interest on the Bonds shall be limited obligations of the Issuer payable solely from the Trust Estate, as defined in the Indenture. The principal and purchase price of, premium, if any, and interest on the Bonds shall not be deemed to constitute a debt or pledge of the faith and credit of the Commonwealth of Virginia (the "Commonwealth") or any political subdivision thereof, including the Issuer and the County. Neither the Commonwealth nor any political subdivision thereof, including the Issuer and the County, shall be obligated to pay the principal or purchase price of, premium, if any, or interest on the Bonds or other costs incident thereto except from the Trust Estate, and neither the faith and credit nor the taxing power of the Commonwealth or any political subdivision thereof, including the Issuer and the County, will be pledged to the payment of the principal or purchase price of, premium, if any, or interest on the Bonds or other costs incident thereto. No covenant, condition or agreement contained in the Bonds, the Bond Documents or any other financing instrument executed and delivered in connection therewith shall be deemed to be a covenant, condition or

agreement of any past, present or future director, officer, employee or agent of the Issuer in his or her individual capacity, and no officer of the Issuer executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

2. The Bond Documents to which the Issuer is a party are hereby approved in substantially the forms submitted to this meeting, with such changes, insertions, completions or omissions (including, without limitation, changes of the dates thereof and other changes necessary to reflect the final terms of the Bonds within the parameters described in Paragraph 1 above) as may be approved by the Chairman or the Vice Chairman of the Issuer, whose approval shall be evidenced conclusively by the execution and delivery of the Bonds and such documents containing such changes, insertions, completions or omissions.

3. The execution of the Bonds and their delivery against payment therefor, the amount of such payment to be disbursed in accordance with the terms of the Indenture, are authorized and directed. The execution and delivery of, and the performance by the Issuer of its obligations under, the Bond Documents to which it is a party are authorized and directed.

4. The Chairman and the Vice Chairman of the Issuer are each authorized and directed to execute, on behalf of the Issuer, the Indenture, the Bonds, the Loan Agreement, the assignment form appended to the Note and the Placement Agreement, and, if required or requested, the Secretary and the Assistant Secretary of the Issuer are each authorized and directed to affix the seal of the Issuer to the Indenture, the Bonds, the Loan Agreement, the assignment form appended to the Note and the Placement Agreement and to attest such seal. The signatures of the Chairman or Vice Chairman and the Secretary or Assistant Secretary and the seal of the Issuer on the Bonds may be by facsimile.

5. The Chairman and Vice Chairman of the Issuer are authorized to work with the Placement Agent to finalize the Private Placement Memorandum. The distribution of the Private Placement Memorandum shall be conclusive evidence that it has been deemed final by the Issuer as of its date, within the meaning of Rule 15c2-12 of the Securities and Exchange Commission. The foregoing is subject to the qualification that, except for the information contained in the Private Placement Memorandum regarding the Issuer under the headings "THE ISSUER" and "LITIGATION -- Issuer," the Issuer makes no representation or warranty as to the accuracy, adequacy or completeness of the Private Placement Memorandum.

The Placement Agent and the Remarketing Agent are authorized to distribute the Private Placement Memorandum in connection with the offering, sale and remarketing of the Bonds.

6. Each officer of the Issuer is authorized and directed to execute and deliver on behalf of the Issuer such instruments, documents or certificates, including, without limitation, Internal Revenue Service Form 8038 and a tax compliance certificate or agreement, 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 Bond Documents or such other instruments, documents or certificates. All of the foregoing previously done or performed by such officers of the Issuer are in all respects approved, ratified and confirmed.

7. All other actions heretofore or hereafter taken by the directors or officers of the Issuer that are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the Bonds and the undertaking of the financing of the Project are hereby ratified, approved and confirmed.

8. All fees, costs and expenses in connection with the financing of the Project and the issuance of the Bonds, including the Issuer's fees (as provided in the Loan Agreement) and the other fees and expenses of the Issuer and its legal counsel, shall be paid from the proceeds of the Bonds or from funds provided by the Borrower.

9. The Issuer hereby designates the Bonds as "qualified tax-exempt obligations" under Section 265(b)(3) of the Code. The Issuer reasonably anticipates that, in calendar year 2004, it will issue no more than \$10,000,000 of obligations that may qualify as such "qualified tax-exempt obligations." As of the date of this Resolution, the County has not finally determined whether to issue any obligations in calendar year 2004 that may qualify as such "qualified tax-exempt obligations." If the County, the Issuer and any other entity which issues obligations on behalf of the County or the Issuer should issue, in the aggregate in calendar year 2004, more than \$10,000,000 of obligations that may qualify as such "qualified tax-exempt obligations," then the foregoing designation shall be null and void and of no effect.

10. This Resolution shall take effect immediately upon its adoption.

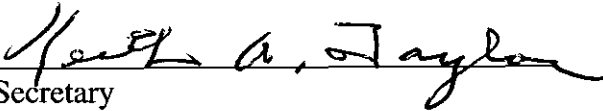
Adopted: July 15, 2004

Certificate

I, the undersigned Secretary of the Economic Development Authority of James City County, Virginia, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Economic Development Authority of James City County, Virginia, present at a meeting duly called and held on July 15, 2004, as noted below, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

<u>Director</u>	<u>Present/Absent</u>	<u>Vote</u>
Gilbert A. Bartlett	_____	_____
John Berkenkamp	_____✓_____	_____dye_____
Alvin J. Bush	_____✓_____	_____dye_____
Vincent A. Campana, Jr.	_____✓_____	_____dye_____
Virginia B. Hartmann	_____✓_____	_____dye_____
Bernard H. Ngo	_____✓_____	_____dye_____
Mark G. Rinaldi	_____✓_____	_____dye_____

WITNESS my hand and the seal of the Economic Development Authority of James City County, Virginia, this 15th day of July, 2004.


Secretary
Economic Development Authority of
James City County, Virginia

(SEAL)

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214845.020

RESOLUTION

CHANGE OF NAME FROM "INDUSTRIAL DEVELOPMENT AUTHORITY" TO

"ECONOMIC DEVELOPMENT AUTHORITY"

WHEREAS, the Industrial Development Authority of the County of James City, Virginia, desires to change its name to Economic Development Authority of James City County; and


WHEREAS, Section 15.2-4903 (C) of the Code of Virginia provides that the Board of Supervisors may change the name of the Authority to the Economic Development Authority of James City County, Virginia.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County Virginia, that the Industrial Development Authority of the County of James City, Virginia, shall be known from this point forward as the Economic Development Authority of James City County, Virginia.



Bruce C. Goodson
Chairman, Board of Supervisors

ATTEST:

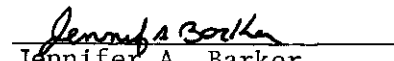

Sanford B. Wanner
Clerk to the Board

<u>SUPERVISOR</u>	<u>VOTE</u>
BRADSHAW	AYE
HARRISON	ABSENT
BROWN	AYE
MCGLENNON	AYE
GOODSON	AYE

Adopted by the Board of Supervisors of James City County, Virginia, this 13th day of July, 2004.

IDA-EDA.res

I hereby certify that the foregoing document is a true and correct copy of the original resolution.


Jennifer A. Barker
Secretary to the Board