

MINUTES
JAMES CITY COUNTY ECONOMIC DEVELOPMENT AUTHORITY
REGULAR MEETING

November 15, 2022
4:00 PM

A. CALL TO ORDER

Mr. Campana called the meeting to order at 4:04 p.m.

B. ROLL CALL

Vince Campana, Chair
Lynn Meredith, Vice Chair
Ellen Smith Gajda
Rebecca Mulvain
Brandon Nice - arrived at 4:20 p.m.
Joe Stanko
William Turner

ADOPTED
DEC 13 2022

Also Attending:

Christopher Johnson, Economic Development Authority (EDA) Secretary
Kate Sipes, Assistant Director, Economic Development
Jeff Wiggins, EDA Fiscal Agent
Chris Kulp, EDA Bond Counsel, Hunton Andrews Kurth, LLP
Anne Curtis Saunders, Associate, McGuireWoods
Tom Johnson, Senior Vice President, S.L. Nusbaum Realty Co.
Leslie Roberts, Partner, Brown Edwards & Company, LLP

Mr. Johnson, EDA Secretary, in deference to the guests in attendance for New Business matters, requested that the Agenda be amended to move Item F, New Business, ahead of Item E, Closed Session. Hearing no objections, Mr. Campana stated that the agenda was amended as requested by Mr. Johnson.

C. APPROVAL OF MINUTES

1. Minutes Adoption - October 18, 2022

A motion to Approve was made by Lynn Meredith; motion Passed.
AYES: 6 NAYS: 0 ABSTAIN: 0 ABSENT: 1
Ayes: Campana, Meredith, Gajda, Mulvain, Stanko, Turner
Absent: Nice

D. FINANCIAL REPORTS

1. October Financial Reports

A motion to Approve was made by Ellen Smith Gajda; motion Passed.
AYES: 6 NAYS: 0 ABSTAIN: 0 ABSENT: 1

Ayes: Campana, Meredith, Gajda, Mulvain, Stanko, Turner
Absent: Nice

Mr. Wiggins presented the revenue and expense reports and informed the EDA the cash balance was approximately \$690,000.

E. NEW BUSINESS

1. Bond Application, Blaine Landing II

A motion to Approve the Bond Resolution for Blaine Landing, L.P. was made by William Turner; motion Passed.

AYES: 6 NAYS: 0 ABSTAIN: 0 ABSENT: 1

Ayes: Campana, Meredith, Gajda, Mulvain, Stanko, Turner
Absent: Nice

Mr. Johnson introduced Mr. Kulp of Hunton Andrews Kurth, LLP, acting as Special Counsel to the EDA in association with Mr. Adam Kinsman, EDA Counsel.

Mr. Kulp stated that the EDA held a Public Hearing for the Blaine Landing II residential housing project at the January 18, 2022, EDA meeting and adopted an Inducement Resolution. He further stated that the Board of Supervisors approved a resolution authorizing the EDA to issue up to \$8 million in Revenue Bonds at its Business Meeting on February 22, 2022. Mr. Kulp added that the developer has been working diligently to secure financing for the portion of the project using Low-Income Housing Tax Credits. Mr. Kulp reminded the EDA that approval of a Bond Resolution was not to be construed as a guarantee of success for the project, but the EDA was providing access to a financing mechanism per state statute. He clarified that the question before the EDA is whether the EDA is willing to serve as a conduit financier and noted this project was different from previous bond financing approved recently by the EDA because this project was to finance the construction of a new facility rather than refinance previously issued debt.

Mr. Kulp introduced Ms. Saunders from McGuireWoods, LLP, representing the developer S. L. Nusbaum Realty Co. Ms. Saunders reiterated the fact the EDA was being asked to serve as a conduit for financing and stated that the borrower would be responsible for all fees for the project, including those fees for the Special Counsel. She stated that the developer, Mr. Tom Johnson from S.L. Nusbaum Realty Co., was also present and available to answer questions.

Mr. Kulp clarified that when the Inducement Resolution was adopted by the EDA in January 2022, the amount of the original request was for \$8 million in Revenue Bonds. And the current request increases that amount to \$8.8 million. He stated that Federal Tax Law and the Internal Revenue Service allows for a 10% deviation of the original requested amount without having to go back through the public hearing process. The Bond Resolution under consideration requests up to \$8.8 million in Revenue Bonds.

Mr. Campana opened the floor to questions from the Authority.

Mr. Turner requested clarification on the financial institutions involved with the project and whether the bonds would be direct purchase.

Ms. Saunders responded that U.S. Bank is the Trustee, an affiliate of Towne Bank is purchasing the 4% tax credits, and the bonds will be publicly offered by Stifel, who is the Underwriter.

Mr. Stanko asked what the rate of return would be on the bond.

Ms. Saunders stated that they are scheduled to price in a couple of weeks and do not have the final interest rate at this time. That amount would be set at the time of pricing. At the current time, the interest rate is 3.9% with a maximum of 12%.

Mr. Stanko asked if there was a rating for the bond and the term.

Ms. Saunders stated that Moody's has rated the bond as AAA and the maturity is anticipated to be two and a half years.

Mr. Turner requested an update on the 9% project.

Mr. Tom Johnson stated that the 4% and 9% would close contemporaneously but the bonds support just the 4% project.

Mr. Chris Johnson reminded the EDA that under State Law the bonds are not deemed to constitute a debt of the EDA or constitute a pledge of faith and credit or taxing power of the EDA or the County. Mr. Johnson stated that all Directors had confirmed prior to the meeting that they meet the residency requirements of the IDA Act.

Mr. Turner asked whether Mr. Kinsman had reviewed the proposal.

Mr. Kulp responded that he has been reviewing the documents on behalf of the EDA as Special Counsel appointed by Mr. Kinsman.

Mr. Kulp noted the applicant has selected the one-time fee up front option for the administration fee to the EDA estimated to be \$28,800 with the final amount to be determined when the bonds are priced in December 2022.

Hearing no further questions, Mr. Campana requested a motion.

A motion to Approve the Bond Resolution was made by William Turner; motion Passed.
AYES: 7 NAYS: 0 ABSTAIN: 0 ABSENT: 1
Ayes: Campana, Meredith, Gajda, Mulvain, Stanko, Turner
Absent: Nice

2. Annual EDA Auditor's Report

A motion to Accept the audit report was made by Ellen Smith Gajda; motion Passed.
AYES: 7 NAYS: 0 ABSTAIN: 0 ABSENT: 0
Ayes: Campana, Meredith, Gajda, Mulvain, Nice, Stanko, Turner

Mr. Nice joined the meeting during the Auditor's Report.

Mr. Wiggins introduced Ms. Leslie Roberts with Brown, Edwards, and Company, LLP to present the annual audit.

Ms. Roberts presented the annual audit noting there were no findings, and the process was smooth.

F. CLOSED SESSION

Enter Closed Session

A motion to enter Closed Session was made by William Turner; motion Passed.

AYES: 7 NAYS: 0 ABSTAIN: 0 ABSENT: 0

Ayes: Campana, Meredith, Gajda, Mulvain, Nice, Stanko, Turner

Mr. Campana led the EDA into Closed Session in accordance with Section 2.2-3711 (A)(5) of the Code of Virginia concerning the expansion of an existing business or industry where no previous announcement has been made of the interest in locating or expanding its facilities in the community.

The EDA returned to Open Session on a unanimous voice vote.

Certify Closed Session

A motion to certify the Closed Session was made by William Turner; motion Passed.

AYES: 7 NAYS: 0 ABSTAIN: 0 ABSENT: 0

Ayes: Campana, Meredith, Gajda, Mulvain, Nice, Stanko, Turner

Resolution for Project Sandcastle

A motion to Approve a resolution was made by Ellen Smith Gajda; motion Passed.

AYES: 7 NAYS: 0 ABSTAIN: 0 ABSENT: 0

Ayes: Campana, Meredith, Gajda, Mulvain, Nice, Stanko, Turner

A motion to approve a resolution to authorize the Chairman to execute those documents necessary to provide a grant to and enter into a performance-based agreement with an existing company conditioned upon the James City County Board of Supervisors' approval and appropriation of funds.

G. OLD BUSINESS

There was no Old Business.

H. LIAISON REPORTS

There were no liaison reports.

I. DIRECTOR'S REPORT

Mr. Christopher Johnson referred to the Director's Report and highlighted the Manufacturing Day for Warhill High School on October 21 and Jamestown High School on November 4.

Mr. Johnson provided an update on the Small Business Relief Program stating that a contract amendment agreement had been signed with the Virginia Department of Housing and Community Development which will provide an additional \$200,000 in funding and

allow staff to fund grant request applications for an additional 14 small businesses in the County.

J. UPCOMING DATES OF INTEREST

Mr. Johnson reminded the Authority that the Annual Celebration of Business event would be held on Thursday, November 17 starting at 4:30 p.m. at The Maine of Williamsburg, 2580 John Tyler Highway.

Mr. Johnson stated that the Hampton Roads Alliance is holding its Annual Holiday Reception on Friday, December 9 at 5 p.m. at the Williamsburg Community Building, 401 North Boundary Street to celebrate the one-year anniversary of James City County, York County, and the City of Williamsburg joining the Alliance. Mr. Johnson indicated that an invitation would be sent via email to the Directors and encouraged all who could attend to RSVP for the event.

K. ADJOURNMENT

A motion to Adjourn was made by Rebecca Mulvain; motion Passed.

AYES: 7 NAYS: 0 ABSTAIN: 0 ABSENT: 0

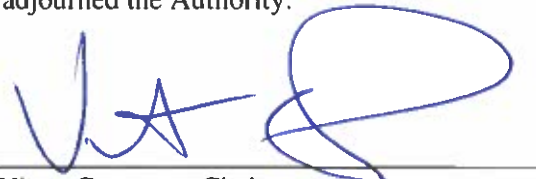
Ayes: Campana, Meredith, Gajda, Mulvain, Nice, Stanko, Turner

1. Adjourn until December 13, 2022

At approximately 5:20 p.m., Mr. Campana adjourned the Authority.



Christopher Johnson, Secretary
Economic Development Authority



Vince Campana, Chair
Economic Development Authority

AGREEMENT BETWEEN OWENS-BROCKWAY GLASS CONTAINER, INC. AND THE
ECONOMIC DEVELOPMENT AUTHORITY OF JAMES CITY COUNTY

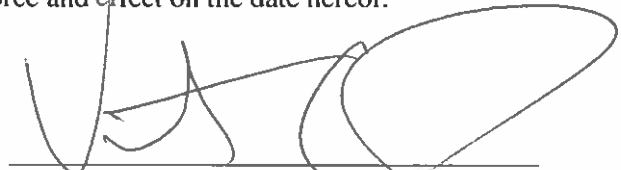
WHEREAS, the Economic Development Authority of James City County, Virginia (the "EDA") has the authority to provide grants and enter into agreements with business entities for the purposes of promoting economic development pursuant to Virginia Code § 15.2-490; and

WHEREAS, the EDA desires to provide a grant to and enter into a five-year agreement with Owens-Brockway Glass Container, Inc. to incentivize investment in new manufacturing equipment for its James City County plant.

NOW, THEREFORE, BE IT RESOLVED that the Economic Development Authority of James City County, Virginia, hereby authorizes its Chairman to execute those documents necessary to provide a grant to and enter into an agreement with Owens-Brockway Glass Container, Inc.

BE IT FURTHER RESOLVED that this resolution is conditioned upon the James City County Board of Supervisors' approval and appropriation of funds.

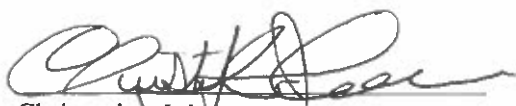
The undersigned hereby certifies that the above resolution was duly adopted by the Directors of the Economic Development Authority of James City County, Virginia, at a meeting duly called and held on November 15, 2022, and that such resolution is in full force and effect on the date hereof.



Vince Campana
Chairman, Economic Development Authority

	VOTES		
	<u>AYE</u>	<u>NAY</u>	<u>ABSTAIN</u>
CAMPANA	✓	—	—
MEREDITH	✓	—	—
GAJDA	✓	—	—
MULVAIN	✓	—	—
NICE	✓	—	—
STANKO	✓	—	—
TURNER	✓	—	—

ATTEST:



Christopher Johnson
Secretary to the EDA

Adopted by the Economic Development Authority of James City County, Virginia, this 15th day of November 2022.

RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF JAMES CITY COUNTY, VIRGINIA AUTHORIZING AND APPROVING THE ISSUANCE OF REVENUE BONDS FOR THE BENEFIT OF BLAINE LANDING PHASE II, L.P., IN AN AMOUNT NOT TO EXCEED \$8,800,000 AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, pursuant to the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), industrial development authorities, including the Economic Development Authority of James City County, Virginia, a political subdivision of the Commonwealth of Virginia (the "Authority"), created by municipalities whose housing authorities have not been activated pursuant to the Housing Authorities Law, Chapter 1, Title 36 of the Code of Virginia of 1950, as amended, are authorized to issue revenue bonds to make loans for the purpose of financing certain facilities used primarily for single and multifamily residences in order to promote safe and affordable housing in the Commonwealth of Virginia and to pledge all or any part of the revenues derived in connection with any such loans to secure the payment of such revenue bonds; and

WHEREAS, there have been described to the Authority the plans to finance or refinance all or a portion of (a) the costs of acquiring, constructing and equipping an affordable housing development to be known as Blaine Landing Phase II, to consist of two buildings containing a total of 12 one-bedroom units and 48 two or three-bedroom units, including 125 parking spaces (the "Project"), located at 7581 Richmond Road in Williamsburg, Virginia 23188, in the County of James City, Virginia (the "County"), and expected to be owned and used by Blaine Landing Phase II, L.P., a Virginia limited partnership (the "Borrower") or a party related to the Borrower and (b) the costs incurred in connection with the issuance of the Bonds (as hereinafter defined) as permitted under the Act (collectively (a) and (b), the "Plan of Finance");

WHEREAS, at the request of the Borrower, the Authority (a) adopted a resolution on January 18, 2022 (the "Inducement Resolution") providing preliminary approval of the issuance of its revenue bonds, in one or more series (the "Bonds"), the proceeds of which will be used to make a loan to the Borrower to finance or refinance a portion of the cost of the Plan of Finance and (b) held a public hearing on January 18, 2022, in accordance with the Act and as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, by resolution adopted on February 22, 2022, by the Board of Supervisors of the County, public approval of the issuance of the Bonds was obtained as required by Section 147(f) of the Code and Section 15.2-4906 of the Act;

WHEREAS, the Project has and shall be established and maintained as a "qualified residential rental project" within the meaning of Section 142(d) of the Code;

WHEREAS, the Bonds will be issued pursuant to certain documents (the "Bond Documents"), forms of which are on file with the Authority and the final terms of which are to be approved by the Authorized Official (defined below) in consultation with counsel to the Authority, which Bond Documents include, without limitation, the following: (a) a Trust Indenture between the Authority and a trustee to be named therein, (b) a Loan Agreement between the Authority and the Borrower (the "Loan Agreement"), (c) a Bond Purchase Agreement among the Authority, the

Borrower and the purchaser or underwriter of the Bonds and (d) a Preliminary Official Statement (the "POS") describing the offering of the Bonds;

WHEREAS, the Bonds will be limited obligations of the Authority, the principal of and, premium, if any, and interest on which will be payable solely out of the receipts and revenues of the Authority under the Loan Agreement; and

WHEREAS, at the request of the Borrower, the Authority desires to approve the final terms and details of the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE ECONOMIC DEVELOPMENT AUTHORITY OF JAMES CITY COUNTY, VIRGINIA THAT:

1. The issuance of the Bonds in the aggregate principal amount of up to \$8,800,000, pursuant to the Bond Documents and for the purpose of undertaking the Plan of Finance, is hereby authorized and approved. The Bonds may be issued in one or more series at one time or from time to time, but in no event later than December 31, 2022, and the Bonds of any such series may be either taxable or tax-exempt for purposes of federal income taxation. The Chair and the Vice Chair of the Authority, either of whom may act alone (each, an "Authorized Official") are each hereby authorized and directed to execute the Bonds, which shall bear interest at the rates (which may be variable or fixed), shall mature on such dates and shall be subject to redemption at such times as are set forth in the Bond Documents. Each Authorized Official is hereby authorized to approve the final terms of the Bonds; provided that (a) the interest rate, or initial interest rate if the Bonds are issued as variable rate Bonds, borne by the Bonds shall not exceed the lesser of twelve percent (12%) per annum and the maximum rate of interest permitted by law, (b) the final maturity of the Bonds shall not be later than forty (40) years after the date of the initial issuance of the Bonds, and (c) the aggregate principal amount of the Bonds shall not exceed \$8,800,000. Such approvals shall be evidenced conclusively by the execution and delivery of the Bonds.

2. The Authorized Official is hereby authorized to approve and consent, on behalf of the Authority, to the distribution of the POS and to deem the POS, as approved by the Borrower, final for purposes of Rule 15c2-12 of the Securities and Exchange Commission, except for information the omission of which is permitted by Rule 15c2-12. The Authority authorizes the Authorized Official to execute and deliver to the underwriter or placement agent for the Bonds for distribution a final offering document (the "OS") reflecting the final terms of the Bonds, with such completions, omissions, insertions and changes as shall be approved by the Authorized Official, and such Authorized Official's execution shall constitute conclusive evidence of the approval of any such completions, omissions, insertions and changes. Execution of the final OS shall constitute conclusive evidence that the OS has been deemed final within the meaning of Rule 15c2-12.

3. Each of the Bond Documents and the Bonds shall be in substantially the same forms as submitted to this meeting, which are hereby approved, with such completions, omissions, insertions and changes (including, without limitation, changes of the dates thereof and the captions of the Bonds) as may be approved by the Authorized Official executing them, his or her execution to constitute conclusive evidence of the approval of any such completions, omissions, insertions

and changes. The execution, delivery and performance by the Authority of the Bond Documents are hereby authorized and directed.

4. Each Authorized Official is hereby authorized and directed to execute on behalf of the Authority, and to deliver, the Bonds, the Bond Documents and such other agreements, certificates, documents and instruments (including, without limitation, Internal Revenue Service Form 8038, assignments, regulatory agreements and tax agreements and certificates), and to do and perform such things and acts, as are authorized hereby or as shall be necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Bonds, the Bond Documents or such other agreements, certificates, documents and instruments, and, if required, the Secretary of the Authority is authorized and directed to affix the seal of the Authority to the Bonds, the Bond Documents and such other agreements, certificates, documents and instruments and to attest such seal. The signatures of any Authorized Official and the Secretary of the Authority and the seal of the Authority on the Bonds may be by facsimile. All of the foregoing previously done or performed on behalf of the Authority are in all respects hereby approved, ratified and confirmed.

5. Any authorization herein to execute a document shall include authorization to change the date of such document, record such document where appropriate and to deliver it to the other parties thereto.

6. All other acts of the officers of the Authority 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 Plan of Finance are hereby approved and confirmed.

7. The Authority hereby confirms its designation of McGuireWoods LLP, Tysons, Virginia to serve as Bond Counsel and its appointment of such firm to supervise the proceedings and approve the issuance of the Bonds.

8. All costs and expenses in connection with the Project, including the fees and expenses of the Authority related to the issuance and sale of the Bonds, and the fees and expenses of Bond Counsel, counsel for the Authority and any underwriter for or purchaser of the Bonds and its counsel, shall be paid promptly from the proceeds of the Bonds or from moneys provided by the Borrower. If for any reason the Bonds are not issued, it is understood that all such fees and expenses shall be paid promptly by the Borrower upon presentation of an invoice and that the Authority shall have no responsibility therefor.

9. The Borrower agrees, and has agreed in the Bond Documents, to indemnify and save harmless the Authority, its officers, directors, employees, attorneys and agents from and against all liabilities, obligations, claims, damages, penalties, losses, costs and expenses in any way connected with the issuance and sale of the Bonds.

10. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the directors, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof (and the Bonds shall so state on

their face), including the Authority and the County, and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, including the County and the Authority, shall be pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

11. This resolution shall take effect immediately upon its adoption.

Adopted: November 15, 2022

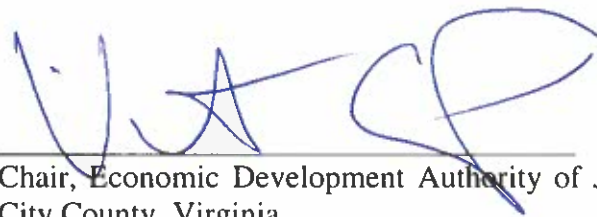
CERTIFICATE OF VOTES

Record of the roll-call vote by the Economic Development Authority of James City County, Virginia, upon reading on a resolution titled "**RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF JAMES CITY COUNTY, VIRGINIA AUTHORIZING AND APPROVING THE ISSUANCE OF REVENUE BONDS FOR THE BENEFIT OF BLAINE LANDING PHASE II, L.P., IN AN AMOUNT NOT TO EXCEED \$8,800,000 AND THE EXECUTION OF RELATED DOCUMENTS**" taken at a meeting of the Authority held on November 15, 2022:

	AYE	NAY	ABSTAIN	ABSENT
Vince Campana III, Chair	✓			
Lynn Meredith, Vice Chair	✓			
Ellen Smith Gajda	✓			
Rebecca Mulvain	✓			
Brandon Nice				✓
Joseph Stanko	✓			
William Turner	✓			

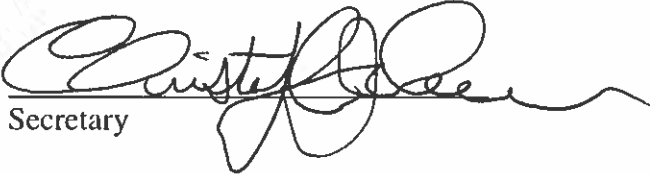
Dated: November 15, 2022

(SEAL)



Chair, Economic Development Authority of James City County, Virginia

ATTEST:



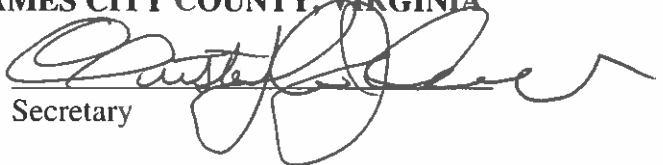
Secretary

The undersigned Secretary of the Economic Development Authority of James City County, Virginia hereby certifies that the foregoing is a true, correct, and complete copy of a Resolution adopted by the Authority's commissioners present and voting at a meeting duly called and held on November 15, 2022, in accordance with law, and that such Resolution has not been repealed, revoked, rescinded, or amended, but is in full force and effect as of the date hereof.

WITNESS my hand and the seal of the Authority this 15th day of November, 2022.

ECONOMIC DEVELOPMENT AUTHORITY OF JAMES CITY COUNTY, VIRGINIA

By:



Secretary