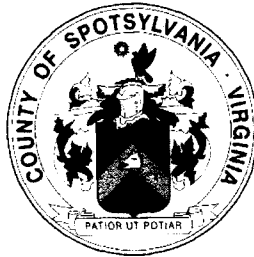


County of Spotsylvania

Founded 1721



Board of Supervisors
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Service, Integrity, Pride

At a meeting of the Spotsylvania County Board of Supervisors held on June 22, 2021, on a motion by Supervisor Skinner and passed unanimously, the Board adopted the following resolution:

RESOLUTION NO. 2021-82

RESOLUTION APPROVING A PLAN OF FINANCING WITH THE ECONOMIC DEVELOPMENT AUTHORITY OF THE COUNTY OF SPOTSYLVANIA FOR THE ISSUANCE OF PUBLIC FACILITIES REVENUE REFUNDING BONDS

WHEREAS, the Board of Supervisors (the "Board") of Spotsylvania County, Virginia (the "County"), desires to undertake, in conjunction with the Economic Development Authority of the County of Spotsylvania (the "Authority"), to the extent that the debt service savings threshold described herein is satisfied, the refunding of all or a portion of the outstanding maturities of the Authority's (a) \$11,275,000 Public Facility Revenue Bonds (Public Building and Equipment Project), Series 2011 (the "2011 Bonds"), which were issued by the Authority on October 12, 2011, to assist the County in financing the costs of certain public building facilities and equipment, (b) \$33,785,000 Public Facility Revenue and Refunding Bonds (Spotsylvania School Facilities Projects), Series 2012 (the "2012 Bonds"), which were issued by the Authority on July 18, 2012, to assist the County in financing the costs of refunding certain revenue and refunding bonds of the Authority that were issued in 2003 and 2004 to assist the County in financing the costs of certain public school facilities, and (c) the Authority's \$13,383,000 Public Facility Revenue and Refunding Bonds (Spotsylvania School Facilities Projects and Fire & Rescue Equipment), Series 2013 (the "2013 Bonds" and collectively with the 2011 Bonds and the 2012 Bonds, the "Refunded Bonds"), which were issued by the Authority on August 8, 2013 to assist the County in financing (1) the costs of refunding certain revenue bonds of the Authority that were issued in 2004 to assist the County in financing the costs of certain public school facilities and (2) the costs of certain fire and rescue equipment (collectively, the "Plan of Refunding"); and

WHEREAS, the Authority, pursuant to the Industrial Development and Revenue Bond Act (the "Act") under which it is created, is authorized to exercise all of the powers set forth in the Act, which include, among other things, the power to make loans to, among others, a county in furtherance of the Act, to finance or refinance facilities for use by, among others, a county, to issue its revenue bonds, notes and other obligations from time to time for such purposes, and to pledge all or any part of its revenues and receipts derived from payments received by the Authority in connection therewith as security for the payment of principal of and interest on any such obligations; and

WHEREAS, in furtherance of the purposes of the Act, the County has requested that the Authority undertake the Plan of Refunding, and the Authority has determined to issue its public facility revenue refunding bonds and to use the proceeds thereof to finance costs incurred in connection with the Plan of Refunding for the benefit of the County; and

WHEREAS, the Authority proposes to issue its Public Facilities Revenue Refunding Bonds, Series 2021 (the "Bonds"), in the aggregate principal amount not to exceed \$31,000,000 to finance the Plan of Refunding, to fund a debt service reserve account for the Bonds, if necessary, and to pay the costs of issuing the Bonds; and

WHEREAS, the Bonds will be secured by payments appropriated from time to time by the Board and payable to the Authority in accordance with the terms of the Financing Agreement (defined below); and

WHEREAS, drafts of the following documents (collectively, the "Documents"), proposed to be executed and delivered in connection with the undertaking of the Plan of Refunding and the issuance and sale of the Bonds, have been presented to the Board:

(a) Tenth Supplemental Agreement of Trust (draft dated as of September 1, 2021), supplementing an Agreement of Trust dated as of August 1, 2000, as previously supplemented (collectively, the "Trust Agreement"), between the Authority and U.S. Bank National Association, as successor trustee (the "Trustee"), including the form of the Bonds, pursuant to which the Bonds are to be issued and which is to be acknowledged and consented to by the County;

(b) Ninth Supplemental Financing Agreement (draft dated as of September 1, 2021), supplementing a Financing Agreement dated as of August 1, 2000, as previously supplemented (collectively, the "Financing Agreement"), between the Authority and the County pursuant to which the Authority will loan the proceeds of the Bonds to the County and the County, subject to annual appropriation by the Board, will make payments to the Authority in amounts sufficient to pay the principal of and interest on the Bonds and certain other related costs;

(c) Preliminary Official Statement (draft dated as of August __, 2021), of the Authority relating to the public offering of the Bonds (the "Preliminary Official Statement");

(d) Notice of Sale (draft dated August __, 2021) (the "Notice of Sale"), pursuant to which the Bonds will be advertised for sale if the Bonds are sold by competitive bid;

(e) Continuing Disclosure Agreement (draft dated as of September 1, 2021), pursuant to which the County will agree to undertake certain continuing disclosure obligations with respect to the Bonds;

(f) Second Amendment to Prime Lease (draft dated as of September 1, 2021), between the County, the Authority and the School Board of Spotsylvania County, Virginia (the "School Board"); Second Amendment to Lease Agreement (draft dated as of September 1, 2021), between the Authority, the County and the School Board; and Second Amendment to

Assignment Agreement (draft dated as of September 1, 2021), between the Authority, the Trustee and the School Board, all relating to the Courtland High School property securing repayment of the 2012 Bonds (the "Courtland Property");

WHEREAS, the Amendments described in item (f) above are hereinafter collectively referred to as the "Lease Modification Agreements," and the Courtland Property is hereinafter referred to as the "Collateral Property."

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF SPOTSYLVANIA, VIRGINIA:

1. The Plan of Refunding is hereby approved subject to the terms and conditions set forth in this paragraph. The Authority will issue the Bonds and use the proceeds thereof to finance the costs of the Plan of Refunding and finance the costs of issuing the Bonds. Pursuant to the Financing Agreement, the County will agree, subject to annual appropriation by the Board, to make Annual Payments and Additional Payments (each as defined in the Financing Agreement) to the Authority in amounts sufficient to amortize the Bonds, to pay the fees or expenses of the Authority and the Trustee and to pay certain other related costs. The obligation of the Authority to pay principal of and premium, if any, and interest on the Bonds will be limited to amounts received under the Trust Agreement. The Bonds will be secured by the assignment of the Annual Payments and certain Additional Payments due under the Financing Agreement, all for the benefit of the holders of the Bonds. The obligation of the County to make Annual Payments and Additional Payments will be subject to annual appropriation by the Board of sufficient amounts for such purposes. The Collateral Property currently providing additional security for the Refunded Bonds will become additional security for the Bonds upon execution and delivery of the Lease Modification Agreements. The Plan of Refunding shall contain such additional requirements and provisions as may be approved by the County Administrator of the County (the "County Administrator") or the Assistant County Administrator/Chief Financial Officer of the County (the "Chief Financial Officer").

2. The Board, while recognizing that it is not empowered to make any binding commitment to make appropriations beyond the current fiscal year, hereby states its intention to make appropriations in future fiscal years in amounts sufficient to make all payments due under the Financing Agreement and hereby recommends that future Boards of Supervisors do likewise during the terms of the Financing Agreement and the Lease Modification Agreements. The Collateral Property is hereby declared to be essential to the efficient operation of the County and the Board anticipates that the Collateral Property will continue to be essential to the operation of the County during the terms of the Financing Agreement and the Lease Modification Agreements.

3. The County Administrator or the Chief Financial Officer is hereby authorized and directed to execute the Documents to which the County is a signatory, which shall be in substantially the forms submitted to this meeting, all of which are hereby approved, with such completions, omissions, insertions and changes not inconsistent with this Resolution as may be approved by the County Administrator or the Chief Financial Officer, his or her execution to

investment of the gross proceeds of the Bonds. The County shall pay from its legally available general funds any amount required to be rebated to the United States of America pursuant to the Code.

9. All costs and expenses in connection with the undertaking of the Plan of Refunding and the issuance of the Bonds, including the Authority's fees and expenses and the fees and expenses of the County's Bond Counsel and counsel for the Authority, shall be paid from the proceeds of the Bonds or other legally available funds of the County. If for any reason the Bonds are not issued, it is understood that all such expenses shall be paid by the County from its legally available funds and that the Authority shall have no responsibility therefor.

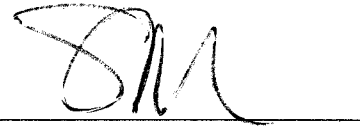
10. Any authorization herein to execute a document shall include authorization to deliver it to the other parties thereto and to record such document where appropriate.

11. All other acts of the County Administrator, the Chief Financial Officer and other officers of the County 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 Refunding are hereby approved and ratified.

12. This Resolution shall take effect immediately.

(SEAL)

A COPY TESTE:



Aimee R. Mann
Deputy Clerk to the Board of Supervisors