



New River Valley Commerce Park Participation Committee
6580 Valley Center Drive, Suite 124
Radford, VA 24141

Bland County

Lacy (Nick) Asbury

Craig County

Jay Polen

Giles County

Chris McKlarney

Montgomery County

Craig Meadows

Pulaski County

Andy McCready

Roanoke County

Jill Loope

City of Radford

Tim Cox

City of Roanoke

Brian Townsend

Town of Dublin

Doug Irvin

Town of Pearisburg

Kenneth F. Vittum

Town of Pulaski

Joseph K. Goodman

Executive Committee:

Basil Edwards, Chair

City of Radford

Chris McKlarney, Vice-Chair

Giles County

Shawn Utt,

Secretary-Treasurer

Pulaski County

Jay Polen

Craig County

Brian Hamilton

Montgomery County

TO: NRV Commerce Park Participation Committee
FROM: Joe Morgan
SUBJECT: Tuesday, April 16, 1:00 PM, Meeting Draft Agenda

A meeting of the New River Valley Commerce Park Participation Committee will be held on **Tuesday, April 16, at 1:00 PM**. The meeting will be held in the **New River Room** at **6580 Valley Center Drive, Radford, VA 24141**. Lunch will **NOT** be provided.

It is important that a quorum is present of seven Commerce Park member governments. I understand representatives will be present that can vote at both Commerce Park and VA1st Authority meetings from: Craig, Giles, Montgomery, & Pulaski counties, Radford City, and Christiansburg, Dublin, Pearisburg & Pulaski towns. Please let us know if your attendance plans change.

- 1. Roll Call and Approval of Agenda**
- 2. Public Comment**
- 3. Approval of the April 10 Participation Committee Minutes (attached pages 2-8)**
- 4. Presentation Financing Documents for up to \$7.2 Million by:**
 - a) Courtney Rogers, Vice-President, Davenport & Company, LLC, Financial Advisors; and**
 - b) Paul Jacobson, Sands-Anderson Attorneys, Bond Counsel**
- 5. Approval of Financing (attached pages 9-15)**
- 6. Old Business**
 - a) Commerce Park Entrance Road Naming – International Drive or Boulevard**
 - b) Other**
- 7. New Business**
 - a) Support for Continued Customs Officer Presence at the Virginia TradePort.**
 - b) Other**
- 8. Closed Session (if needed)**
- 9. Other Business**
- 10. Adjournment – Immediately Followed by VA1st Authority Special Meeting for any Required Action Related to the Commerce Park**

Tentative dates for called special meetings: monthly on the second Wednesday at Noon
 Next Regular Commerce Park & VA1st Annual Meeting, Wednesday, August 14, 2013

VIRGINIA'S FIRST REGIONAL INDUSTRIAL FACILITY AUTHORITY
New River Valley Commerce Park Participation Committee
Meeting Minutes
February 4, 2013
NRVBC, Fairlawn, VA

1. Roll Call and Approval of Agenda

A meeting of the New River Valley Commerce Park Participation Committee (CPPC) was held on Wednesday, April 10, 2013 at the New River Valley Business Center in Fairlawn. Mr. Edwards, chairman, called the CPPC meeting to order at 12:10 am. Mr. Edwards asked that everyone in the room introduce themselves with their name and who they are representing.

Mr. Morgan requested one addition to the meeting agenda: he is requesting the committee's input on naming the Commerce Park Road as item 6.c.vi.

Roll call by member jurisdiction was taken and a quorum determined with seven of eleven member governments represented: Montgomery and Pulaski counties, City of Radford, and Dublin, Pearisburg and Pulaski towns. No representative from Bland, Giles, and Roanoke Counties and City of Roanoke was present.

2. Public Comment

No comment was made.

3. Approval of the February 4, 2013 Participation Committee Minutes

Motion: Mr. McCready moved the CPPC approve the February 4, 2013, meeting minutes. Mr. Polen seconded the motion.

Action: The motion passed unanimously, with 70.94% in the affirmative, 0.0% opposed, 0.0% abstaining and 29.06% absent (Bland, Giles, and Roanoke Counties and City of Roanoke).

4. Presentation Financing Documents for up to \$7.2 Million

Mr. Courtney Rogers, Vice-President, Davenport & Company, LLC, Financial Advisors and Mr. Paul Jacobson, Sands-Anderson Attorneys, Bond Counsel, provided a presentation on the proposed financing documents for the \$7.2 million bond sale.

Mr. Rogers discussed the rating process with Standard and Poor including how the rating is assigned to the issuer. The potential issuer, the Industrial Development Authority (IDA) of Pulaski County, acting for the Virginia's First Authority, is expected to receive an A quality rating. The underwriters will be Stern Agee as co- manager and Raymond James as senior manager. An RFP was issued and these two were selected based on fee and their experience and expertise in understanding where these bonds will trade in the market.

From the discussion that followed, the consensus was to favor the plan of finance shown on the following page, labeled "Shortened Refunding".

Mr. McCready asked if the leveled annual debt service amounts of about \$360,000 would make the payoff date 2034 and end debt payment 10 years sooner than that of the current financing. Mr. Rogers indicated that is the case. He also indicated the bonds will have a ten year call, meaning they cannot be purchased back before ten years have passed without penalty. This call timing is typical of the market and creates an attractive investment for purchasers. A shorter call would mean a higher rate and a longer call has no gain for the issuer. If excess cash from Commerce Park revenue is created, investing it for refinancing options at the 10-year call period would be recommended.

PLAN OF FINANCE – SHORTEN REFUNDING



Pulaski County, Virginia

Sources and Uses of Funds:

	<u>New Money Portion</u>	<u>Refunding Portion</u>	<u>Total</u>
Sources of Funds			
Bond Proceeds	\$1,645,000	\$5,085,000	\$6,730,000
Pulaski County Contribution	400,000	0	400,000
Commerce Park Contribution	124,000	384,500	508,500
Total	\$2,169,000	\$5,469,500	\$7,638,500
Uses of Funds			
Project Fund	\$2,000,000	\$0	\$2,000,000
Escrow Deposit	0	4,945,698	4,945,698
Debt Service Reserve Fund	124,311	384,268	508,580
Cost of Issuance	36,664	113,336	150,000
Underwriter's Discount	6,971	23,753	30,725
Additional Proceeds	1,053	2,444	3,497
Total	\$2,169,000	\$5,469,500	\$7,638,500

<u>Fiscal Year</u>	<u>Refunded Debt Service</u>	<u>Series 2013 Refunding DS</u>	<u>Savings/ (Dissavings)*</u>	<u>Series 2013 Refunding DS</u>	<u>Series 2013 NM</u>	<u>Series 2013 DSRF*</u>	<u>New Debt Service</u>
6/30/2014	\$366,598	\$356,297	\$10,301	\$356,297	\$139,677	(\$20,747)	\$475,227
6/30/2015	356,340	361,151	(4,810)	361,151	140,308	(19,200)	482,258
6/30/2016	356,817	364,232	(7,415)	364,232	144,348	(19,200)	489,379
6/30/2017	356,340	361,775	(5,434)	361,775	143,088	(19,200)	485,662
6/30/2018	356,340	358,616	(2,275)	358,616	141,468	(19,200)	480,883
6/30/2019	356,340	354,872	1,469	354,872	139,548	(19,200)	475,219
6/30/2020	356,779	360,484	(3,705)	360,484	142,298	(19,200)	483,582
6/30/2021	356,340	360,359	(4,019)	360,359	139,673	(19,200)	480,832
6/30/2022	356,340	364,458	(8,118)	364,458	141,723	(19,200)	486,980
6/30/2023	356,340	357,726	(1,386)	357,726	143,357	(19,200)	481,882
6/30/2024	356,735	360,444	(3,709)	360,444	139,550	(19,200)	480,794
6/30/2025	242,542	362,371	(119,829)	362,371	140,514	(19,200)	483,684
6/30/2026	242,542	363,587	(121,045)	363,587	141,122	(19,200)	485,508
6/30/2027	242,542	359,187	(116,645)	359,187	141,422	(19,200)	481,408
6/30/2028	242,883	358,197	(115,314)	358,197	140,819	(143,511)	355,504
6/30/2029	242,542	356,775	(114,233)	356,775		(14,507)	342,268
6/30/2030	242,542	359,923	(117,381)	359,923		(14,507)	345,415
6/30/2031	242,542	357,424	(114,882)	357,424		(14,507)	342,916
6/30/2032	242,819	359,494	(116,675)	359,494		(14,507)	344,986
6/30/2033	242,542	360,917	(118,375)	360,917		(14,507)	346,410
6/30/2034	242,542	356,694	(114,152)	356,694		(398,776)	(42,082)
6/30/2035	242,542	0	242,542				0
6/30/2036	242,742	0	242,742				0
6/30/2037	242,542	0	242,542				0
6/30/2038	242,542	0	242,542				0
6/30/2039	242,542	0	242,542				0
6/30/2040	242,651	0	242,651				0
6/30/2041	242,542	0	242,542				0
6/30/2042	242,542	0	242,542				0
6/30/2043	123,096	0	123,096				0
6/30/2044	123,111	0	123,111				0
6/30/2045	87,092	0	87,092				0
	\$8,631,289	\$7,554,978	\$1,076,311	\$7,554,978	\$2,118,911	(\$885,175)	\$8,788,715

* Reserve earnings and corpus are not shown in the existing debt service nor are they counted in the refunding debt service for this savings/(dissavings) analysis.

*Note: The Debt Service Reserve Fund is cash funded.

Mr. Jacobson discussed the option of requesting the Pulaski County IDA issue the bonds as the simplest means of refinancing. Investors would see the IDA as the credit and sources of the bonds. Federal security laws regarding disclosure make this the simplest avenue for setting up the issuance. The IDA would need to have an agreement in place with Virginia's First for reimbursement of payments. A resolution to acknowledge Pulaski County's debt service as an annual project expense would satisfy this agreement.

Montgomery County representatives expressed concerns about the draft resolutions for the CPPC and Virginia's First Authority, as well as concerns about the payment structure, seeing the potential for this to change the commitment of CPPC members to pay the debt.

McCready asked Mr. Jacobson to clarify if the Pulaski IDA would be responsible for covering the debt if CPPC members went bankrupt or somehow failed to cover their commitment to paying the debt? Mr. Jacobson indicated that would be the case.

Mr. Huber indicated that when the structure was proposed to County, it was expected that each locality owning as much as ten percent of the Commerce Park, and perhaps all members, might have to disclose extensive information. To do this for every CPPC member fitting this description would drive up costs for completing the financing and might adversely impact the Pulaski County credit rating applicable for the financing.

5. Approval of Financing

Sale of the bonds is anticipated for early May. The Pulaski County Board of Supervisors and the County IDA will be meeting within the next two weeks to formally consider the financing request.. The CPPC would need to pass a resolution indicating support of the bond sale and their willingness to take on the debt service. Mr. Jacobson review the draft resolution provided with the meeting's agenda packet.

Mr. McCready asked Montgomery County's representatives to share their concerns about the resolution and plan of finance. Mr. Meadows stated the Montgomery County Board of Supervisors is not supportive of providing additional funds to the Commerce Park project. He indicated the documents received for the CPPC meeting do not clearly state in County's obligations. He and Mr. McMahan, Montgomery County Attorney, also expressed concern of committing to \$2 million in new financing by the CPPC. The CPPC has not agreed to pay the financing of the new debt unanimously and Montgomery County cannot pay any more money to park development. They stated the view that new site improvement financing may be best be covered by another participation agreement and with funds from net tax revenue of the Red Sun Farms project being applied to the refinanced debt only.

Mr. Goodman and Mr. McMahan expressed concern that the documents presented to the CPPC do not sufficiently delineate what revenue will be paid for the refinanced portion of the bond and what will be paid to the new Red Sun Farms site incentive financing.

Motion: Mr. McCready moved the CPPC approve the "Shortened Refunding" Plan of Finance, as included in these minutes, where debt service will be level for the life of a shorter term, pending any objections of members' of the governing boards of Commerce Park member governments, to be expressed prior to April 16. Mr. Meadows seconded the motion.

Action: The motion passed unanimously, with 70.94% in the affirmative, 0.0% opposed, 0.0% abstaining and 29.06% absent (Bland, Giles, and Roanoke Counties and City of Roanoke).

Mr. Edwards set a meeting to consider the revised resolution to be provided by bond counsel for April 16 at 1 pm at the NRV Business Center, New River Room.

6. Administrative Staff Report

a. Financial Report for 2nd Quarter FY 2012-13

Copies of the financial report for the second quarter were provided to members at the meeting.

b. Update on Surplus Property Disposition

Attorney Theresa Fontana has received the releases required for the New Dublin Church buffer from both Stellar One Bank and Rural Development. Transfer is now dependent on final action by the Church attorney. Transfer of the five acres due NRV Airport and further marketing of the surplus property associated with the Mebane house has been delayed until the new financing removes the deed of trust restrictions.

c. Red Sun Farms Location Assistance

i. Confirmation of Performance Agreement and Site Lease

Members were sent a copy the agreement and lease which has been signed by Mr. Vittum on behalf of Authority. As of April 1, Red Sun Farms took possession of the site.

Motion: Mr. McCready moved the CPPC confirm the agreement and lease were negotiated and executed as authorized at the February 4 CPPC and Authority meetings. Mr. Goodman seconded the motion.

Action: The motion passed unanimously, with 70.94% in the affirmative, 0.0% opposed, 0.0% abstaining and 29.06% absent (Bland, Giles, and Roanoke Counties and City of Roanoke).

ii. Rough Grading Site Planning Submitted

On February 15, an application for the site plan to expedite the beginning of site work was submitted to the Pulaski County Zoning Administrator with the Authority as applicant.

iii. Further Site Plan Review Anticipated

As the Red Sun Farms project develops, there may be additional site plan review required by Pulaski County. Compliance with such site planning will be the responsibility of Red Sun Farms. When further site plans are developed for County zoning compliance, it is recommended the additional information be shared with the Development, Covenants & Communications Committee (DC&CC) to allow for any further recommendations by the DC&CC to the CPPC.

Motion: Mr. Irvin moved the CPPC delegate any further approval required of site planning for Red Sun Farms be delegated to staff after referral to Executive Committee members for comment. Mr. Linkous seconded the motion.

Action: The motion passed unanimously, with 70.94% in the affirmative, 0.0% opposed, 0.0% abstaining and 29.06% absent (Bland, Giles, and Roanoke Counties and City of Roanoke).

iv. Survey Required for Greenhouse Site and 25-100 Acre Bio-Mass Farming

Plans are to competitively procure the required surveying, to the extent timing for Red Sun Farms' financing of the project allows.

v. Confirmation of Site Analysis Final Cost

Preliminary site analysis support pledged by the CPPC has been completed at a total cost of \$32,300, which is \$69,650 less than the \$101,950 authorized due to soil fill evaluation, well drilling & analysis and one foot survey contours not being performed.

vi. Commerce Park Road

Mr. Morgan requested input on naming of the main road now that a business will be locating in the park. Pulaski County has indicated a name will be needed in the near future. International Drive has been

suggested by Mr. Bopp. Mr. McCready asked if International Boulevard could be considered. Mr. Edwards suggested action be taken at the April 16 meeting and asked members to consider names in the interim.

d. Marketing Program Adjustments (Website / Mailer / Targets)

Website modifications are underway by the NRV Planning District Staff to reflect the Red Sun Farms location. Similar changes are anticipated to the quarterly post card mailer marketing program, so cards have not been mailed yet this year. There were several hundred remaining potential target businesses identified by Dean Whittaker Associates that were yet to be researched by 310 Ltd. Marketing when the initial six leads contracted were referred to the Alliance. By using the un-researched targets, an additional four leads were authorized at a cost of \$6,800, rather than the \$11,000 planned for a second round of six leads.

e. FY 14 Budget Adoption August 14 & Continuation of Current Spending

Adoption is recommended in August when response from members for additional funding is known. Invoicing by June can be based on the current \$2.75 per share for all 150,000 original shares. Any further invoicing can be scheduled after the August budget adoption.

Motion: Mr. Irvin moved the CPPC authorize expenditures based on current commitments for services through August 2013. Mr. Goodman seconded the motion.

Action: The motion passed unanimously, with 70.94% in the affirmative, 0.0% opposed, 0.0% abstaining and 29.06% absent (Bland, Giles, and Roanoke Counties and City of Roanoke).

7. Other Old Business

a. NRV Economic Development Alliance Marketing Report

Mr. Edwards thanked Mr. Bopp for his efforts in the Red Sun announcement event and the quality of the event.

Mr. Bopp stated other projects being pursued. He also noted there are no other pre-graded sites available in the region. He anticipates having a more compressed return on investment scenario on future projects and recognizes that the Red Sun Farms project was supported by a significant incentive to secure the first business for the Commerce Park.

b. Other

No other old business was brought before the CPPC.

8. New Business

a. Comprehensive Economic Development Strategy Projects

Update of the annual requests for Economic Development Administration funding are due April 17. Past requests were for rail extension at \$4.6 million and power resources, AEP transmission line extension at \$3.4 million and NRV Landfill waste to energy connection at \$2 million. An added first priority could be new pad grading at \$2 million.

Motion: Mr. Vittum moved the CPPC approve the three projects be added to the CEDS report – power line extension, rail extension, and a new graded pad – with the graded pad receiving first priority of the three. McCready seconded the motion.

Action: The motion passed unanimously, with 70.94% in the affirmative, 0.0% opposed, 0.0% abstaining and 29.06% absent (Bland, Giles, and Roanoke Counties and City of Roanoke).

b. Insurance Renewal Acceptance

Renewal of the self-insurance contribution proposal from VACORP is \$1,706 for the coming year, compared with \$1,683 for the current year. Coverage remains the same.

Motion: Mr. Meadows moved the CPPC accept the insurance renewal at the rate reported in the meeting. Mr. Cox seconded the motion.

Action: The motion passed unanimously, with 70.94% in the affirmative, 0.0% opposed, 0.0% abstaining and 29.06% absent (Bland, Giles, and Roanoke Counties and City of Roanoke).

c. Transfer of Mowing Equipment to NRV Airport

Since Red Sun Farms will demolish the equipment storage building used for the Commerce Park mowing equipment, Airport Manager Keith Holt has relocated the equipment to the Airport for storage. Transfer of the equipment title to the Airport is recommended, with the Airport continuing to provide mowing services for the next ten years. The recommendation includes the Commerce Park continuing to pay for insurance and equipment maintenance cost. The Airport attorney is reviewing a new memorandum of understanding the Airport Manager and Mr. Morgan drafted.

Motion: Mr. McCready moved the CPPC authorize staff to execute the new MOU or other appropriate agreement, after consulting on the details with the Executive Committee members. Mr. Polen seconded the motion.

Action: The motion passed unanimously, with 70.94% in the affirmative, 0.0% opposed, 0.0% abstaining and 29.06% absent (Bland, Giles, and Roanoke Counties and City of Roanoke).

9. Other Business

No Virginia's First special meeting is needed, but one will be necessary April 16. Mr. Morgan requested that members communicate their ability to attend this meeting to ensure a quorum.

10. Adjournment

Mr. Edwards adjourned the meeting at 1:35 pm.

The next scheduled regular CPPC & VA1st special called meetings are April 16 at 1 pm at the NRV Business Center.

Respectfully Submitted,

Approved by,

Joseph N. Morgan, Executive Director

Shawn Utt, Secretary / Treasurer

New River Valley Commerce Park**Participation Committee
Attendance**

April 10, 2013
NRVBC, Fairlawn, VA

Jurisdiction	Member	Alternate
Bland County	() Nick Asbury	() Eric Workman
Craig County	(x) Jay Polen	() Richard Flora
Giles County	() Chris McKlarney	() Richard McCoy
Montgomery	(x) Craig Meadows	(x) Brian Hamilton
Pulaski County	(x) Andy McCready	(x) Jared Linkous
Roanoke County	() Jill Loope	() Charlotte Moore
City of Radford	(x) Tim Cox	(x) Basil Edwards
City of Roanoke	() Brian Townsend	() Bill Bestpitch
Town of Dublin	(x) Doug Irvin	(x) Bill Parker
Town of Pearisburg	(x) Ken Vittum	(x) Rick Tawney
Town of Pulaski	(x) Joseph Goodman	(x) John Hawley

Member is designated by locality representatives. Alternate is the other appointed member.

Others Present: Aric Bopp (NRVEDA), Randy Wingfield (Town of Christiansburg), Theresa Fontana (VFRIFA Attorney), Courtney Rogers, Paul Jacobson, Tim Kerr (Pulaski County Attorney), Marty McMahon (Montgomery County Attorney), Dave Denny (NRVEDA), Peter Huber (Pulaski County Administrator)

Staff Present: Joe Morgan, Christy Straight, Kevin Byrd

RESOLUTION OF THE PROJECT PARTICIPATION COMMITTEE OF VIRGINIA'S FIRST REGIONAL INDUSTRIAL FACILITY AUTHORITY APPROVING THE ISSUANCE OF REVENUE BONDS BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF PULASKI COUNTY IN SUPPORT OF THE COMMERCE PARK PROJECT AND AUTHORIZING AND DIRECTING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Virginia's First Regional Industrial Facility Authority (**the "Authority"**) will consider a resolution (**the "Authority Resolution"**) in relation to the New River Valley Commerce Park Project (**the "Project"**) authorizing the financing of prepayment of Prior Bonds and Additional Project Development (each as defined in the Authority Resolution) as well as other necessary expenses incidental thereto; and

WHEREAS, the Project has been developed under a New River Valley Commerce Park Project Participation Agreement originally entered into in 1999, and amended by supplemental agreements in 2001 and 2010 (**together, the "Participation Agreement"**), which Participation Agreement authorized the formation of a Participation Committee concerning development of the Project (**the "Committee"**); and

WHEREAS, the Participation Agreement provides that the Committee is to direct and approve all actions related to the Project or any portion thereof.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMITTEE, THAT:

1. The Committee requests and approves all matters, functions and actions intended to be accomplished by the Authority Resolution and all acts authorized by the Authority Resolution, and directs that the same be accomplished in accordance with the terms of the Authority Resolution.
2. All acts of the officers of the Authority that are in conformity with the purposes and intent of this resolution and the Authority Resolution are approved, ratified and confirmed.
3. This Resolution shall take effect immediately upon its adoption.

CERTIFICATE

I, the undersigned _____ of the Virginia's First Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a the members of the Participation Committee of the Virginia's First Regional Industrial Facility Authority by the vote set forth below at a meeting duly called and held on April 16, 2013, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

Ayes

Nays

Absent

Abstentions

WITNESS my hand as _____ of the Virginia's First Regional Industrial Facility Authority this ____ day of April, 2013.

_____, Virginia's First Regional Industrial Facility Authority

RESOLUTION OF THE VIRGINIA'S FIRST REGIONAL INDUSTRIAL FACILITY AUTHORITY APPROVING THE ISSUANCE OF REVENUE BONDS BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF PULASKI COUNTY IN SUPPORT OF THE COMMERCE PARK PROJECT AND AUTHORIZING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Virginia's First Regional Industrial Facility Authority (**the "Authority"**) is a political subdivision of the Commonwealth of Virginia duly created and existing pursuant to the Virginia Regional Industrial Facilities Act, as amended (**the "Act"**); and

WHEREAS, the Authority is authorized and empowered under and pursuant to the provisions of the Act to borrow money to pay the costs of real estate and all improvements located in industrial parks intended to be occupied by manufacturing, warehousing, distribution, office or other commercial enterprises; and

WHEREAS, the Authority has previously issued its \$2,083,500 Revenue Bond (Commerce Park Project), Taxable Series 2002A (**the "2002A Bond"**), its \$1,376,831 Revenue Bond (Commerce Park Project), Taxable Series 2004 (**the "2004 Bond"**) and its \$2,300,000 Revenue Bond, Series 2005 (Commerce Park Project) (**the "2005 Bond" and, together with the 2002A Bond and the 2004 Bond, the "Prior Bonds"**), with the final maturity date of the Prior Bonds being March 2, 2045 (**the "Prior Bonds Final Maturity Date"**); and

WHEREAS, the proceeds of the Prior Bonds were used to finance costs of land acquisition, site grading and development of water supply, wastewater disposal and access road infrastructure and related capital expenditures as part of the development of the New River Valley Commerce Park (**the "Project"**); and

WHEREAS, in order to further the purposes of the Act, the Authority agrees to the prepayment of the Prior Bonds (**the "Prepayment"**) and to obtain funds therefor as well as other necessary expenses incidental thereto by the issuance of revenue bonds (**the "Prepayment Portion of the 2013 Bonds"**) by the Industrial Development Authority of Pulaski County (**the "IDA"**) and financing of additional development of the Project, such development to be under the control of and directed by the Authority (**the "Additional Project Development"**), and to obtain funds therefor as well as other necessary expenses incidental thereto by the issuance of revenue bonds by the IDA (**the "Additional Project Portion of the 2013 Bonds," together with the Prepayment Portion of the 2013 Bonds the "2013 Bonds"**), such 2013 Bonds to be in the maximum principal amount of \$7,500,000 and to be payable from payments from Pulaski County, Virginia (**"Pulaski County"**) pursuant to a Support Agreement (**the "Support Agreement"**) between Pulaski County and the IDA; and

WHEREAS, the Project has been developed under a New River Valley Commerce Park Project Participation Agreement originally entered into in 1999, and amended by supplemental agreements in 2001 and 2010 (**together, the "Participation Agreement"**), which Participation Agreement authorized the formation of a Participation Committee

concerning development of the Project (**the "Committee"**) consisting of representatives of localities signatory to the Participation Agreement (**the "Participating Localities"**); and

WHEREAS, the Committee has requested, directed and approved the Prepayment and financing of the Additional Project Development from proceeds of the 2013 Bonds; and

WHEREAS, the Participation Agreement requires the Committee to develop an operating and capital budget for the Project for each fiscal year, showing all contemplated expenditures for operations, capital expenses and debt service (**the "Annual Expenditures"**); and

WHEREAS, the Authority recognizes and agrees with the Committee that payments made by Pulaski County under the Support Agreement directed to the Prepayment Portion of the 2013 Bonds (**the "Prepayment Support Agreement Payments"**) are to be and shall be included in the Annual Expenditures under the Participation Agreement; and

WHEREAS, the Authority recognizes and agrees with the Committee that payments made by Pulaski County under the Support Agreement directed to the Additional Project Portion of the 2013 Bonds (**the "Additional Project Support Agreement Payments"**) are to be and shall be included as annual expenditures under any additional participation agreement or agreements that Pulaski County may enter into with one or more member localities of the Authority (**together, the "Additional Project Participation Agreement"**).

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

1. It is hereby found and determined that the prepayment of the Prior Bonds and the financing of the Additional Project Development will be in the public interest, will benefit the inhabitants of the Authority's member jurisdictions, will increase commerce, will promote the safety, health, welfare, convenience and prosperity of the Authority's member jurisdictions and their citizens, and will be in the furtherance of the purposes for which the Authority was organized.

2. The Authority hereby approves the Prepayment from proceeds of the Prepayment Portion of the 2013 Bonds with the final maturity of the Prepayment Portion of the 2013 Bonds to occur sooner than the Prior Bonds Final Maturity Date and annual debt service allocated to the Prepayment Portion of the 2013 Bonds to be approximately equivalent to current annual debt service on the Prior Bonds, as may permitted by the market pricing of the 2013 Bonds, all as illustrated by the non-binding example set forth on Exhibit A attached hereto, and confirms, approves and agrees that reimbursement of Prepayment Support Agreement Payments shall be included as Annual Expenditures under the Participation Agreement. The Authority hereby approves financing of the Additional Project Development from proceeds of the Additional Project Portion of the 2013 Bonds, and confirms, approves and agrees that reimbursement of Additional Project Support Agreement Payments shall be included as annual expenditures under the Additional Project Participation Agreement. In connection with the issuance of the 2013

Bonds, the Authority will cause not more than \$550,000 representing funds provided by the Participating Localities to be transferred to a debt service reserve fund to be created to help secure payment of the 2013 Bonds.

3. Each officer of the Authority, including the Executive Director, Chairman and Vice Chairman, is authorized and directed to execute and deliver on behalf of the Authority such instruments, agreements, documents or certificates and to do and perform such things and acts, as they shall deem necessary or appropriate to carry out the transactions contemplated by this Resolution, and each such officer of the Authority is further authorized and directed to execute and deliver on behalf of the Authority such instruments, agreements, documents or certificates. All of the foregoing previously done or performed by such officers of the Authority are in all respects approved, ratified and confirmed. The Authority confirms and ratifies the appointment of Sands Anderson PC as bond counsel for financing of the Prepayment and Additional Project Development.

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

CERTIFICATE

I, the undersigned _____ of the Virginia's First Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a the directors of the Virginia's First Regional Industrial Facility Authority by the vote set forth below at a meeting duly called and held on April 16, 2013, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

Ayes

Nays

Absent

Abstentions

WITNESS my hand as _____ of the Virginia's First Regional Industrial Facility Authority this ____ day of April, 2013.

_____, Virginia's First Regional
Industrial Facility Authority

Exhibit A

Fiscal Year	Refunded Debt Service	Series 2013 Refunding DS	Savings/ (Dissavings)*
6/30/2014	\$366,598	\$356,297	\$10,301
6/30/2015	356,340	361,151	(4,810)
6/30/2016	356,817	364,232	(7,415)
6/30/2017	356,340	361,775	(5,434)
6/30/2018	356,340	358,616	(2,275)
6/30/2019	356,340	354,872	1,469
6/30/2020	356,779	360,484	(3,705)
6/30/2021	356,340	360,359	(4,019)
6/30/2022	356,340	364,458	(8,118)
6/30/2023	356,340	357,726	(1,386)
6/30/2024	356,735	360,444	(3,709)
6/30/2025	242,542	362,371	(119,829)
6/30/2026	242,542	363,587	(121,045)
6/30/2027	242,542	359,187	(116,645)
6/30/2028	242,883	358,197	(115,314)
6/30/2029	242,542	356,775	(114,233)
6/30/2030	242,542	359,923	(117,381)
6/30/2031	242,542	357,424	(114,882)
6/30/2032	242,819	359,494	(116,675)
6/30/2033	242,542	360,917	(118,375)
6/30/2034	242,542	356,694	(114,152)
6/30/2035	242,542	0	242,542
6/30/2036	242,742	0	242,742
6/30/2037	242,542	0	242,542
6/30/2038	242,542	0	242,542
6/30/2039	242,542	0	242,542
6/30/2040	242,651	0	242,651
6/30/2041	242,542	0	242,542
6/30/2042	242,542	0	242,542
6/30/2043	123,096	0	123,096
6/30/2044	123,111	0	123,111
6/30/2045	87,092	0	87,092
	\$8,631,289	\$7,554,978	\$1,076,311