

**FLUVANNA COUNTY BOARD OF SUPERVISORS
REGULAR MEETING MINUTES
Circuit Court Room
September 17, 2014, 7:00 p.m.**

MEMBERS PRESENT: Mozell Booker, Chairperson
Bob Ullenbruch, Vice-Chairperson
Donald W. Weaver
Mike Sheridan
Tony O'Brien

ALSO PRESENT: Steven M. Nichols, County Administrator
Fred Payne, County Attorney
Kelly Belanger Harris, Interim Clerk to the Board of Supervisors

CALL TO ORDER/PLEDGE OF ALLEGIANCE/MOMENT OF SILENCE

Chairperson Booker called the meeting of Wednesday, September 17, 2014, to order at 7:00 p.m., in the Circuit Courtroom in Palmyra, Virginia; and the Pledge of Allegiance was recited, after which, Chairperson Booker called for a moment of silence.

ADOPTION OF AGENDA

Mr. Steve Nichols, County Administrator proposed moving Closed Session after Action Matters, as well as hearing both the "Public Hearing: Resolution Authorizing the Issuance of General Obligation School Bond" and the "Action Matter: Resolution Approving a Plan of Financing and Refunding with the Virginia Resources Authority" together to facilitate discussion. Chairperson Booker inquired of Mr. Payne, County Attorney. With no objections, the agenda was changed as suggested.

COUNTY ADMINISTRATOR'S REPORT. Mr. Steven M. Nichols reported on the following topics:

- Fluvanna Chamber of Commerce Wine Festival at Pleasant Grove—Saturday, Sep 27th, 11 am – 6 pm
- Old Farm Day at Pleasant Grove—Saturday, Oct 4th, 9 am – 4 pm
- Pleasant Grove House Opening Timeline and Press Release
- Met with Fluvanna Christian Service Society (FCSS) on Sep 11th to discuss new Food Bank options
- Annual Staff Recognition Picnic at Pleasant Grove—Tuesday, Sep 30th, 4:00 – 7:00 pm
- Acting County Administrator, Sep 20-27—Jason Smith

BOARD OF SUPERVISORS UPDATE

Mr. Sheridan—Met with Parks and Rec Advisory Board to discuss successes and areas for improvement of the County Fair. The Parks and Recreation Advisory Board elected officers: Wade Parrish will be President and Jerry Custer will be Vice President.

Mr. Ullenbruch—Met with Social Services and will meet with the Jail Board the following day.

Mrs. Booker—Met with Rivanna River Basin Commission; Thomas Jefferson Planning District will provide leadership to the RRBC for the foreseeable future to provide stability. The Tenaska 10th Anniversary celebration at Pleasant Grove was well-attended. JABA Executive Board is reviewing the Budget and representatives will be meeting with the County Administrator on September 30, 2014. Presented to the Fluvanna Leadership Development Course participants, and participated as a Tour Guide for the class' county bus tour. *Virginia Farm Bureau News* magazine featured Mr. George Goins and Mr. Russell Jennings.

PUBLIC COMMENTS #1

Chairperson Booker opened the floor for the first round of public comments.

Mr. Frank Gallo, 115 Mechunk Ridge Lane, Palmyra, reported on Piedmont Virginia Community College, brought copies of the Annual Report 2013. Fluvanna represents 11% of the served population and 13% of the graduates. Community College graduates with Associates Degrees in science, engineering, math, and health care, earn more than Bachelor degree-holding graduates in the humanities and social sciences.

With no one else wishing to speak, Chairperson Booker closed the first round of public comments.

PUBLIC HEARINGS

Resolution Authorizing the Issuance of General Obligation School Bond—Mr. Eric Dahl, Director of Finance, Sean Ekiert, Raymond James Financial Consultant, and Richard Hurlbert, the County's Bond Counsel, presented financial information regarding the resolution, **Authorizing the Issuance of General Obligation School Bond.**

Chairperson Booker opened the discussion regarding the Resolution. Mr. Ullenbruch posed questions regarding the ceiling for the percentage rate on the Bond. Mr. Sheridan clarified that this is for all three middle school projects.

(Action Matter) *Resolution Approving a Plan of Financing and Refunding with the Virginia Resources Authority*- Mr. Eric Dahl, Director of Finance, Sean Ekiert, Raymond James Financial Consultant, and Richard Hurlbert, the County's Bond Counsel, presented financial information regarding the **Virginia Resources Authority Financing for Refunding and Fire Truck Financing.**

Mr. Ekiert and Mr. Hurlbert reviewed with the Board current outstanding obligations for the series 2006 bond for the Library, and series 2005 bond for the courthouse. The current market presents an opportunity to refinance with relatively low interest rates in the tax exempt bond market.

Mr. Nichols summarized the comments of Mr. Ekiert and Mr. Hurlbert and reminded the board that the financing parameters must be specified in the resolutions based on what the board deems to be acceptable terms.

Mr. Nichols clarified that the Public Hearing is required for the VPSA school bonds. The two refundings and financing the fire truck through VRA are action items that do not require a Public Hearing.

Chairperson Booker opened the Public Hearing for the **Resolution Authorizing the Issuance of General Obligation School Bond** to the public. With no one wishing to speak, Chairperson Booker closed the Public Hearing.

Chairperson Booker opened the floor to discussion among Supervisors.

MOTION

Mr. O'Brien moved the Board of Supervisors approve the Resolution entitled "*Resolution Authorizing the Issuance of Not to Exceed \$5,500,000 General Obligation School Bond of the County of Fluvanna, Virginia, to be sold to Virginia Public School Authority and Providing of the Form and Details Thereof.*" Mr. Ullenbruch seconded, and the motion carried 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSTAIN: None.

ACTION MATTER

Resolution Approving a Plan of Financing and Refunding with the Virginia Resources Authority—Mr. Eric Dahl, Finance Director. The attached resolution would provide Fluvanna County with the opportunity for the following:

1. Refinance the \$2,420,100 Series 2005 – Courthouse (Current Balance of \$1,863,300) to achieve a minimum of 2% or greater PV savings, to level out debt service from a \$735K balloon payment due in 2026 and match the final maturity. The current PV savings are 11.23%.
2. Refinance the \$2,695,000 Series 2006 – County Library (Current Balance of \$1,752,600) to achieve a minimum of 4% or greater PV savings. The current PV savings are 6.58%.
3. The final is the Fire Truck financing of \$575,000 for a term of 10 years. Ordering and partial pay of the Fire Truck in November qualifies for a \$25K discount on the price. This was approved in the FY15 Budget.

MOTION

Mr. Ullenbruch moved that the Board of Supervisors approve the resolution entitled "*Resolution Approving a Plan of Financing and Refunding with the Virginia Resources Authority*" with a principal amount not to exceed \$4,500,000, with the change of 3% net present value savings for the library refunding. Mr. Sheridan seconded, and the motion carried, 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

There was no further discussion for the resolution entitled, "Resolution Approving a Plan of Financing and Refunding with the Virginia Resources Authority."

PUBLIC HEARINGS (cont.)

ZMP 14-02 & SUP 14:08—Lafayette School - Mr. Steve Tugwell presented ZMP 14-02, a request for rezoning a parcel located in the Zion Station Industrial Complex. Mr. Tugwell also presented SUP 14-08, a request for a Special Use Permit to operate an educational facility was received at the same time.

Chairperson Booker invited the applicant to address the Board. Mr. Charles Stump, co-Executive Director, addressed the Board, highlighting the work of the Lafayette School.

Chairperson Booker opened the Public Hearing for ZMP 14-02: Lafayette School and SUP 14-08: Lafayette School. With no one from the public wishing to speak, Chairperson Booker closed the Public Hearing.

Chairperson Booker invited the Board to discuss the requests before them.

MOTION

Mr. O'Brien moved that the Board of Supervisors approve ZMP 14:02, of the attached ordinance for ZMP 14:02, a request to amend the Fluvanna County Zoning Map with respect to 1.148 acres of Tax Map 5, Section 24, Parcel 7, to rezone the same from I-1, Industrial, Limited, to B-1, Business, General. Mr. Sheridan seconded, and the motion carried 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

MOTION

Mr. O'Brien moved that the Board of Supervisors approve SUP 14:08, a request to allow for an educational facility with respect to 1.148 acres of Tax Map 5, Section 24, Parcel 7, subject to the eight (8) conditions listed in the staff report. Mr. Weaver seconded, and the motion carried 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

The conditions are as follows:

1. The site must meet the requirements set forth by the Virginia Department of Health.
2. The site must meet all Virginia Department of Transportation requirements.
3. Prior to development of the site, a site development plan that meets the requirements of the Fluvanna County Zoning Ordinance, must be submitted for review and approval.
4. The property shall be maintained in a neat and orderly manner so that the visual appearance from the road and adjacent properties is acceptable to County officials.
5. The maximum number of students enrolled at this facility during the academic school year shall be twenty-four (24).
6. The regular school hours of operation shall be 8:30 a.m. to 4:00 pm for students, and 8 am to 5:00 pm. for staff, Monday through Friday.
7. The Board of Supervisors, or representative, reserves the right to inspect the business for compliance with these conditions at any time.
8. Under Sec. 22-17-4 F (2) of the Fluvanna County Code, the Board of Supervisors has the authority to revoke a Special Use Permit if the property owner has substantially breached the conditions of the Special Use Permit.

SUP 14-05—Beyer—52 Eighty Partners, LLC

SUP 14-06—Morris—52 Eighty Partners, LLC

SUP 14-07—Kolcum—52 Eighty Partners, LLC.

Mr. Steve Tugwell presented three requests for proposed 199 ft. telecommunications towers. Briefings for the three towers were heard consecutively, after which Public Hearings for the individual requests were then convened.

Mr. Weaver requested that notification of all Balloon Testing be sent to all Supervisors, whether or not the test is occurring in the Supervisor's district.

Mr. Weaver further asked Staff to clarify location of the proposed telecommunication tower in the Motions.

Chairperson Booker invited the applicant to speak on behalf of all three requests. Mr. Dale Finocchi, representative for 52 Eighty Partners, LLC, briefly addressed the Board regarding the history and purpose of these tower requests and the intent behind the project. Mr. Finocchi also noted that T-Mobile will be an anchor tenant and any other carrier who wishes to locate on the tower will be able to do so.

Chairperson Booker opened the Public Hearing for SUP 14-05. With no one from the public wishing to speak, Chairperson Booker closed the Public Hearing.

SUP 14-05—Beyer--52 Eighty Partners, LLC

MOTION

Mr. Weaver moved that the Board of Supervisors approve SUP 14-05 a Special Use Permit request to allow for a 199 ft. mono-pole, telecommunication tower, pursuant to Fluvanna County Code 22-27-1, with respect to 18.3 acres of TMP 59 (A) 65A, located approximately 0.5 miles southwest of West Bottom Rd (Rte. 655) on the south side of Bremono Road (Rte. 656), with the following 19 conditions:

1. The owner shall provide the correct address and T-Mobile shall confirm compliance; and
2. The owner shall provide new and correctly formulated Breakpoint Technology documentation; and,
3. The owner shall submit corrected ground compound drawings; and,
4. The owner shall clarify no lightning rod will be installed; and
5. The owner shall submit satisfactory National Environmental; Policy Act (NEPA) and State Historic Preservation Office (SHPO) documentations; and,
6. The tower, including antennae, will not be higher than 199 feet and will not be lit;
7. The tower shall be in the same location as shown in the application;
8. The Applicant confirms the new support structure will be capable of supporting a total of six (6) antenna arrays, in compliance with EIA/TIA 222-G;
9. The proposed new tower shall accommodate no less than six (6) different wireless services providers' antenna arrays, all of the same general design;
10. The ground compound shall be so designed as to allow for expansion sufficient to accommodate up to six (6) different wireless service providers' ground mounted electronic equipment;
11. The tower shall be available for co-location by other telecommunications companies, with Fluvanna County having the right of first refusal prior to the approval of each proposed co-location;
12. The Applicant shall obtain all necessary County permits prior to any work on the site;
13. All access ports shall be sufficiently sealed to prevent infiltration or habitation by any type of wildlife; and
14. The facility shall be protected from access from unauthorized personnel both during construction and during all periods of operation;
15. All feed lines shall be installed within the shell of the monopole and no lines will be exposed except at the antennas;

16. If the structures should no longer be needed, the applicant shall remove them, and restore the grounds to the prior condition;
17. Violation of any condition of this permit shall be grounds for revocation of this permit;
18. The Board of Supervisors, or their representatives, has the right to inspect the property for compliance with these conditions at any time;
19. The facility shall be constructed and receive final inspection from the Fluvanna County Department of Building Inspections within eighteen (18) months of the date of approval of the special use permit

Mr. Ullenbruch seconded and the motion passed 5-0. AYE: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

Chairperson Booker opened the Public Hearing for SUP 14-06, 52 Eighty Partners, LLC. With no one from the public wishing to speak, Chairperson Booker closed the Public Hearing.

SUP 14-06-Morris—52 Eighty Partners, LLC

MOTION

Mr. Weaver moved that the Board of Supervisors approve SUP 14-06, a Special Use Permit request to allow for a 199 ft. mono-pole, telecommunication tower, pursuant to Fluvanna County Code 22-27-1, with respect to 97.5 acres of TMP 53 (A) 56, located at located approximately ½ mile southwest of East River Road (Route 6) on the west side of Bremono Road (Route 656), with the 18 conditions as described in the Staff Report.

1. The owner shall provide the correct street address and T-Mobile shall confirm the proposed site is acceptable; and,
2. The owner shall submit corrected ground compound drawings; and,
3. The owner shall clarify no lightning rod will be installed; and,
4. The owner shall submit satisfactory National Environmental Policy Act (NEPA) and State Historic Preservation Office (SHPO) documentation; and,
5. The tower, including antennae, will not be higher than 199 feet and will not be lit;
6. The tower shall be in the same location as shown in the application;
7. The Applicant confirms the new support structure will be capable of supporting a total of six (6) antenna arrays, in compliance with EIA/TIA 222-G;
8. The proposed new tower shall accommodate no less than six (6) different wireless services providers' antenna arrays, all of the same general design;
9. The ground compound shall be so designed as to allow for expansion sufficient to accommodate up to six different wireless service providers' ground mounted electronic equipment;
10. The tower shall be available for co-location by other telecommunications companies, with Fluvanna County having the right of first refusal prior to the approval of each proposed co-location;
11. The Applicant shall obtain all necessary County permits prior to any work on the site;
12. All access ports shall be sufficiently sealed to prevent infiltration or habitation by any type of wildlife; and
13. The facility shall be protected from access from unauthorized personnel both during construction and during all periods of operation;
14. All feed lines shall be installed within the shell of the monopole and no lines will be exposed except at the antennas;
15. If the structures should no longer be needed, the applicant shall remove them, and restore the grounds to the prior condition;
16. Violation of any condition of this permit shall be grounds for revocation of this permit;
17. The Board of Supervisors, or their representatives, has the right to inspect the property for compliance with these conditions at any time;
18. The facility shall be constructed and receive final inspection from the Fluvanna County Department of Building Inspections within eighteen (18) months of the date of approval of the special use permit.

Mr. O'Brien seconded and the motion passed 5-0. AYE: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

Chairperson Booker opened the Public Hearing for SUP 14-07, 52 Eighty Partners, LLC. With no one from the public wishing to speak, Chairperson Booker closed the Public Hearing.

SUP 14-07—Kolcum—52 Eighty Partners, LLC

MOTION

Mr. Weaver moved to approve SUP 14-07 a Special Use Permit request to allow for a 199 ft. mono-pole, telecommunication tower, pursuant to Fluvanna County Code 22-27-1, with respect to 16.1 acres of TMP 22 (A) 90c, located 0.2 miles southwest of Dogwood Drive (Route 631) on the north side of Venable Road (Route 601), subject to the 18 conditions listed in the Staff Report:

1. The owner shall provide the correct street address and T-Mobile shall confirm the proposed site is acceptable; and,
2. The owner shall submit corrected ground compound drawings; and,

3. The owner shall clarify no lightening rod will be installed; and,
4. The owner shall submit satisfactory National Environmental Policy Act (NEPA) and State Historic Preservation Office (SHPO) documentation; and,
5. The tower, including antennae, will not be higher than 199 feet and will not be lit;
6. The tower shall be in the same location as shown in the application;
7. The Applicant confirms the new support structure will be capable of supporting a total of six (6) antenna arrays, in compliance with EIA/TIA 222-G;
8. The proposed new tower shall accommodate no less than six (6) different wireless services providers' antenna arrays, all of the same general design;
9. The ground compound shall be so designed as to allow for expansion sufficient to accommodate up to six different wireless service providers' ground mounted electronic equipment;
10. The tower shall be available for co-location by other telecommunications companies, with Fluvanna County having the right of first refusal prior to the approval of each proposed co-location;
11. The Applicant shall obtain all necessary County permits prior to any work on the site;
12. All access ports shall be sufficiently sealed to prevent infiltration or habitation by any type of wildlife; and
13. The facility shall be protected from access from unauthorized personnel both during construction and during all periods of operation;
14. All feed lines shall be installed within the shell of the monopole and no lines will be exposed except at the antennas;
15. If the structures should no longer be needed, the applicant shall remove them, and restore the grounds to the prior condition;
16. Violation of any condition of this permit shall be grounds for revocation of this permit;
17. The Board of Supervisors, or their representatives, has the right to inspect the property for compliance with these conditions at any time;
18. The facility shall be constructed and receive final inspection from the Fluvanna County Department of Building Inspections within eighteen (18) months of the date of approval of the special use permit.

Mr. O'Brien seconded and the motion passed 5-0. AYE: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

ACTION MATTERS

Appointment to the Fluvanna Partnership for Aging, Palmyra District – Steve Nichols, County Administrator

MOTION

Mr. Ullenbruch moved to appoint Bobbie L. Gallo to the Fluvanna Partnership for Aging, Palmyra District, with a term to begin immediately and to terminate December 31, 2017. Mr. O'Brien seconded and the motion passed 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

FY16 Budget Calendar – Mary Anna Twisdale, Management Analyst. There have been a few changes to the Proposed FY16 Budget Calendar as described below:

1. Per the Code of Virginia, when any annual assessment, biennial assessment or general reassessment of real property by a county would result in an increase of 1 percent or more in the total real property tax levied, the governing body of the county must conduct a public hearing.
2. Notice of the hearing must be given at least 30 days before the date of such hearing and must include the proposed rate.
3. This hearing may not be held at the same time as the annual budget hearing.

MOTION

Mr. Ullenbruch moved that the Board of Supervisors approve the FY16 Budget Calendar. Mr. Weaver seconded and the motion passed 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

BOS Work Session Schedule Proposal – Steve Nichols, County Administrator

A recommendation to revise the BOS Bylaws to hold Board Work Sessions, when scheduled, at 4:00 pm prior to the regularly scheduled third Wednesday 7:00 pm BOS Meetings. The change will help limit additional late evening meetings and make it easier for staff and other presenters to attend during normal work hours.

MOTION

Mr. Ullenbruch moved to revise the Board of Supervisors' Bylaws to hold Board Work Sessions, when scheduled, on the third Wednesday of the month at 4:00pm, prior to the regularly scheduled 7:00 pm meetings. Mr. Sheridan seconded and the motion passed 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

Appointment of Interim Clerk to the Board – Steve Nichols, County Administrator, made a recommendation to appoint Kelly Belanger Harris, Senior Program Support Assistant in the Planning Department, to be the Acting Clerk to the Board with a 10% increase of current pay for performing the additional duties and responsibilities until a new Clerk to the Board is hired and begins work.

MOTION

Mr. Ullenbruch moved that the Board of Supervisors appoint Kelly Belanger Harris as Acting Clerk to the Board with an additional 10% Acting pay each pay period until a permanent Clerk to the Board is hired and begins work. Mr. Weaver seconded and motion passed 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

PRESENTATIONS

None.

CLOSED MEETING

MOTION TO ENTER INTO A CLOSED MEETING:

At 9:00p.m., Mr. Weaver moved the Fluvanna County Board of Supervisors enter into a closed meeting, pursuant to the Virginia Code Section 2.2-3711A.1 and 2.2-3711A.7 for discussion of Personnel and Legal Matters. Mr. O'Brien seconded. The motion carried, with a vote of 5-0. AYES: Booker, Ullenbruch, Sheridan, O'Brien and Weaver. NAYS: None. ABSENT: None.

MOTION TO EXIT A CLOSED MEETING & RECONVENE IN OPEN SESSION:

At 11:58p.m., Mr. Weaver moved the closed meeting be adjourned and the Fluvanna County Board of Supervisors reconvene again in open session and **"BE IT RESOLVED** to the best of my knowledge (i) only public business matters lawfully exempted from open meeting requirements under Section 2.2-3711-A of the Code of Virginia, 1950, as amended, and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting." Mr. Sheridan seconded. The motion carried, with a roll call vote of 5-0. AYES: Booker, Ullenbruch, Sheridan, O'Brien and Weaver. NAYS: None. ABSENT: None.

CONSENT AGENDA

The following items were approved under the consent agenda:

MOTION

Mr. Weaver moved to approve the consent agenda, which consisted of:

- Minutes of September 3, 2014 – Steve Nichols, County Administrator
- Accounts Payable Report – Eric Dahl, Finance Director
- FY15 Wrap Around Services for Students with Disabilities – CSA – Jacqueline A. Meyers, PhD, CSA Program Manager
- DMV Highway Safety Grant Motion – Lt. Aaron Hurd, Sheriff's Office
- USDOJ Bullet Proof Vest Grant Program – Lt. Aaron Hurd, Sheriff's Department
- Surplus Property Sale Appropriation – Fire Department – Mary Anna Twisdale, Management Analyst
- FY14 to FY15 Carryover Request – Eric Dahl, Finance Director
- Schools IDEA Grant Award – Gena Keller, FCPS Superintendent

Mr. O'Brien seconded, and the motion carried with a vote of 5-0. AYES: Booker, O'Brien, Sheridan, Ullenbruch, Weaver. NAYS: None. ABSENT: None.

UNFINISHED BUSINESS

None.

NEW BUSINESS

None.

PUBLIC COMMENTS #2

Chairperson Booker opened the floor for the second round of public comments.

With no one wishing to speak, Chairperson Booker closed the second round of public comments.

ADJOURN

MOTION

At 12:13p.m., Mr. Weaver moved to adjourn the meeting of Wednesday, September 17, 2014. There was no second. The motion carried, with a vote of 5-0. AYES: Booker, Ullenbruch, Sheridan, O'Brien and Weaver. NAYS: None. ABSENT: None.

ATTEST:

FLUVANNA COUNTY BOARD OF SUPERVISORS

Clerk

Mozell H. Booker, Chairperson

Resolution No. 20-2014

**RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED
\$5,500,000 GENERAL OBLIGATION SCHOOL BOND OF THE
COUNTY OF FLUVANNA, VIRGINIA, TO BE SOLD TO THE
VIRGINIA PUBLIC SCHOOL AUTHORITY AND PROVIDING
FOR THE FORM AND DETAILS THEREOF.**

WHEREAS, the Board of Supervisors (the "Board") of the County of Fluvanna, Virginia (the "County"), has determined that it is necessary and expedient to borrow an amount not to exceed \$5,500,000 and to issue its general obligation school bond (as more specifically defined below, the "Local School Bond") for the purpose of financing certain improvements, including without limitation HVAC and gymnasium and locker room improvements, to the County's public middle school (collectively, the "Project");

WHEREAS, the County held a public hearing, duly noticed, on September 17, 2014, on the issuance of the Local School Bond in accordance with the requirements of Section 15.2-2606, Code of Virginia 1950, as amended (the "Virginia Code");

WHEREAS, the School Board of the County has, by resolution, requested the Board to authorize the issuance of the Local School Bond and consented to the issuance of the Local School Bond;

WHEREAS, Virginia Public School Authority ("VPSA") has offered to purchase the Local School Bond along with the local school bonds of certain other localities with a portion of the proceeds of certain bonds to be issued by VPSA in the fall of 2014 (the "VPSA Bonds");

WHEREAS, the Bond Sale Agreement (as defined below) shall indicate that \$5,125,000 is the amount of proceeds requested (the "Proceeds Requested") from VPSA in connection with the sale of the Local School Bond, to provide for \$5,083,990 of proceeds for Project costs as presently requested by the School Board, and additional proceeds to allow the County to pay its costs of issuance of the Local School Bond);

WHEREAS, VPSA's objective is to pay the County a purchase price for the Local School Bond which, in VPSA's judgment, reflects the Local School Bond's market value (the "VPSA Purchase Price Objective"), taking into consideration of such factors as the amortization schedule the County has requested for the Local School Bond relative to the amortization schedules requested by other localities, the purchase price to be received by VPSA from the sale of the VPSA Bonds and other market conditions relating to the sale of the VPSA Bonds; and

WHEREAS, such factors may result in the Local School Bond having a purchase price other than par and consequently (i) the County may have to issue the Local School Bond in a principal amount that is greater than or less than the Proceeds Requested in order to receive an amount of proceeds that is substantially equal to the Proceeds Requested, or (ii) if the maximum authorized principal amount of the Local School Bond set forth in section 1 below does not exceed the Proceeds Requested by at least the amount of any discount, the purchase price to be paid to the County, given the VPSA Purchase Price Objective and market conditions, will be less than the Proceeds Requested.

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

1. **Authorization of Local School Bond and Use of Proceeds.** The Board hereby determines that it is advisable to contract a debt and issue and sell its general obligation school bond in an aggregate principal amount not to exceed \$5,500,000 (the "Local School Bond") for the purposes of financing the Project and paying costs of issuance of the Local School Bond. The Board hereby authorizes the issuance and sale of the Local School Bond in the form and upon the terms established pursuant to this Resolution.

2. **Sale of the Local School Bond.** The sale of the Local School Bond, within the parameters set forth in paragraph 4 of this Resolution, to VPSA is authorized. Given the VPSA Purchase Price Objective and market conditions, the County acknowledges that the limitation on

the maximum principal amount on the Local School Bond set forth in paragraph 1 of this Resolution restricts VPSA's ability to generate the Proceeds Requested, however, the Local School Bond may be sold for a purchase price not lower than 95% of the Proceeds Requested. The Chairman of the Board, the County Administrator, or either of them (each a "Delegate") and such other officer or officers of the County as either may designate are hereby authorized and directed to enter into an agreement with VPSA providing for the sale of the Local School Bond to VPSA (the "Bond Sale Agreement"). The Bond Sale Agreement shall be in substantially the form submitted to the Board at this meeting, which form is hereby approved.

3. **Details of the Local School Bond.** The Local School Bond shall be dated 16 days prior to the date of its issuance and delivery or such other date designated by VPSA; shall be designated "General Obligation School Bond, Series 2014"; shall bear interest from its dated date payable semi-annually on each January 15 and July 15 beginning July 15, 2015 (each an "Interest Payment Date"), at the rates established in accordance with paragraph 4 of this Resolution; and shall mature on July 15 in the years (each a "Principal Payment Date") and in the amounts acceptable to a Delegate (the "Principal Installments"), subject to the provisions of paragraph 4 of this Resolution.

4. **Interest Rates and Principal Installments.** Each Delegate is hereby authorized and directed to accept the interest rates on the Local School Bond established by VPSA, provided that each interest rate shall be five one-hundredths of one percent (0.05%) over the interest rate to be paid by VPSA for the corresponding principal payment date of the VPSA Bonds, a portion of the proceeds of which will be used to purchase the Local School Bond, and provided further that the true interest cost of the Local School Bond does not exceed four and twenty-five one-hundredths percent (4.25%) per annum. The Interest Payment Dates and the Principal Installments are subject to change at the request of VPSA. Each Delegate is hereby authorized and directed to accept changes in the Interest Payment Dates and the Principal Installments at the request of VPSA based on the final term to maturity of the VPSA Bonds, requirements imposed on VPSA by the nationally-recognized rating agencies and the final principal amount of the Local School Bond; provided, however, that the principal amount of the Local School Bond shall not exceed the amount authorized by this Resolution and the final maturity of the Local School Bond shall not exceed sixteen (16) years from the date of the issuance and delivery of the Local School Bond. The execution and delivery of the Local School Bond as described in paragraph 8 hereof shall conclusively evidence the approval and acceptance of all of the details of the Local School Bond by the Delegate as authorized by this Resolution.

5. **Form of the Local School Bond.** The Local School Bond shall be initially in the form of a single, temporary typewritten bond substantially in the form attached hereto as Exhibit A.

6. **Payment; Paying Agent and Bond Registrar.** The following provisions shall apply to the Local School Bond:

For as long as VPSA is the registered owner of the Local School Bond, all payments of principal, premium, if any, and interest on the Local School Bond shall be made in immediately available funds to VPSA at, or before 11:00 a.m. on the applicable Interest Payment Date, Principal Payment Date or date fixed for prepayment or redemption, or if such date is not a business day for Virginia banks or for the Commonwealth of Virginia, then at or before 11:00 a.m. on the business day next succeeding such Interest Payment Date, Principal Payment Date or date fixed for prepayment or redemption.

All overdue payments of principal and, to the extent permitted by law, interest shall bear interest at the applicable interest rate or rates on the Local School Bond.

Regions Bank, Richmond, Virginia, is designated as Bond Registrar and Paying Agent for the Local School Bond. The County may replace at any time, in its sole discretion, but with written notice to VPSA, the Bond Registrar with another qualified bank or trust company as successor Bond Registrar.

7. **Prepayment or Redemption.** The Principal Installments of the Local School Bond held by VPSA coming due on or before July 15, 2024, and the definitive bond for which the Local School Bond held by VPSA may be exchanged that mature on or before July 15, 2024, are not subject to prepayment or redemption prior to their stated maturities. The Principal Installments of the Local School Bond held by VPSA coming due on or after July 15, 2025, and the definitive bond(s) for which the Local School Bond held by VPSA may be exchanged that mature on or after

July 15, 2025, are subject to prepayment or redemption at the option of the County prior to their stated maturities in whole or in part, on any date on or after July 15, 2024, upon payment of the prepayment or redemption prices (expressed as percentages of Principal Installments to be prepaid or the principal amount of the Local School Bond to be redeemed) set forth below plus accrued interest to the date set for prepayment or redemption:

<u>Dates</u>	<u>Prices</u>
July 15, 2024 through July 14, 2025	101%
July 15, 2025 through July 14, 2026	100½
July 15, 2026 and thereafter	100

Provided, however, that the Local School Bond shall not be subject to prepayment or redemption prior to their stated maturities as described above without first obtaining the written consent of VPSA or other registered owner of the Local School Bond. Notice of any such prepayment or redemption shall be given by the Bond Registrar to VPSA or other registered owner by registered mail not more than ninety (90) and not less than sixty (60) days before the date fixed for prepayment or redemption.

If VPSA refunds the VPSA Bonds in the future and such refunding causes the Local School Bond to be deemed refunded, the prepayment or redemption of the Local School Bond will be subject to VPSA approval and subject to similar prepayment or redemption provisions as set forth above that correspond to the call period of the VPSA bonds issued in part to refund the Local School Bond.

8. **Execution of the Local School Bond.** The Chairman or Vice Chairman and the Clerk or any Deputy Clerk of the Board are authorized and directed to execute and deliver the Local School Bond and to affix the seal of the County thereto.

9. **Pledge of Full Faith and Credit.** For the prompt payment of the principal of, premium, if any, and the interest on the Local School Bond as the same shall become due, the full faith and credit of the County are hereby irrevocably pledged, and in each year while any portion of the Local School Bond shall be outstanding there shall be levied and collected in accordance with law an annual ad valorem tax upon all taxable property in the County subject to local taxation sufficient in amount to provide for the payment of the principal of and premium, if any, and the interest on the Local School Bond as such principal, premium, if any, and interest shall become due, which tax shall be without limitation as to rate or amount and in addition to all other taxes authorized to be levied in the County to the extent other funds of the County are not lawfully available and appropriated for such purpose.

10. **Use of Proceeds Certificate and Tax Compliance Agreement.** The Chairman of the Board, the County Administrator and such other officer or officers of the County or the School Board as either may designate are hereby authorized and directed to execute and deliver on behalf of the County a Use of Proceeds Certificate and Tax Compliance Agreement (the "Tax Compliance Agreement") setting forth the expected use and investment of the proceeds of the Local School Bond and containing such covenants as may be necessary in order to show compliance with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and applicable regulations relating to the exclusion from gross income of interest on the VPSA Bonds. The Board covenants on behalf of the County that (i) the proceeds from the issuance and sale of the Local School Bond will be invested and expended as set forth in such Tax Compliance Agreement and that the County shall comply with the other covenants and representations contained therein and (ii) the County shall comply with the provisions of the Code so that interest on the VPSA Bonds will remain excludable from gross income for federal income tax purposes.

11. **Limitation on Private Use.** The County covenants that it shall not permit the proceeds of the Local School Bond or the facilities to be financed with the proceeds of the Local School Bond to be used in any manner that would result in (a) 5% or more of such proceeds or the facilities to be financed with such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) 5% or more of such proceeds or the facilities to be financed with such proceeds being used with respect to any output facility (other than a facility for the furnishing of water), within the meaning of Section 141(b)(4) of the Code, or (c) 5% or more of such proceeds being used directly or indirectly to make or finance loans to any

persons other than a governmental unit, as provided in Section 141(c) of the Code; provided, however, that if the County receives an opinion of nationally recognized bond counsel that any such covenants need not be complied with to prevent the interest on the VPSA Bonds from being includable in the gross income for federal income tax purposes of the registered owners thereof under existing law, the County need not comply with such covenants.

12. **State Non-Arbitrage Program; Proceeds Agreement.** The Board hereby determines that it is in the best interests of the County to authorize and direct the County Director of Finance to participate in the State Non-Arbitrage Program in connection with the Local School Bond. The Chairman of the Board, the County Administrator and such officer or officers of the County as either may designate are hereby authorized and directed to execute and deliver a Proceeds Agreement with respect to the deposit and investment of proceeds of the Local School Bond by and among the County, the other participants in the sale of the VPSA Bonds, VPSA, the investment manager and the depository, substantially in the form submitted to the Board at this meeting, which form is hereby approved.

13. **Continuing Disclosure Agreement.** The Chairman of the Board, the County Administrator and such other officer or officers of the County as either may designate are hereby authorized and directed to execute a Continuing Disclosure Agreement, as set forth in Appendix D to the Bond Sale Agreement, setting forth the reports and notices to be filed by the County and containing such covenants as may be necessary in order to show compliance with the provisions of the Securities and Exchange Commission Rule 15c2-12, under the Securities Exchange Act of 1934, as amended, and directed to make all filings required by Section 3 of the Bond Sale Agreement should the County be determined by VPSA to be a MOP (as defined in the Bond Sale Agreement).

14. **Refunding.** The Board hereby acknowledges that VPSA may issue refunding bonds to refund any bonds previously issued by VPSA, including the VPSA Bonds issued to purchase the Local School Bond, and that the purpose of such refunding bonds would be to enable VPSA to pass on annual debt service savings to the local issuers, including the County. Each of the Delegates is authorized to execute and deliver to VPSA such allonge to the Local School Bond, revised debt service schedule, IRS Form 8038-G or such other documents reasonably deemed necessary by VPSA and VPSA's bond counsel to be necessary to reflect and facilitate the refunding of the Local School Bond and the allocation of the annual debt service savings to the County by VPSA. The Clerk to the Board of Supervisors is authorized to affix the County's seal on any such documents and attest or countersign the same.

15. **Filing of Resolution.** The appropriate officers or agents of the County are hereby authorized and directed to cause a certified copy of this Resolution to be filed with the Circuit Court of the County.

16. **Election to Proceed under Public Finance Act.** In accordance with Section 15.2-2601 of the Virginia Code, the Board elects to issue the Local School Bond pursuant to the provisions of the Public Finance Act of 1991, Chapter 26 of Title 15.2 of the Virginia Code.

17. **Further Actions.** The members of the Board, the County Administrator and all officers, employees and agents of the County are hereby authorized to take such action and to execute and deliver on behalf of the County such other agreements, instruments, certificates and documents as they or any one of them may consider necessary or desirable in connection with the issuance and sale of the Local School Bond and otherwise in furtherance of this Resolution and any such action previously taken is hereby ratified and confirmed.

18. **Effective Date.** This Resolution shall take effect immediately.

* * *

CERTIFICATE

The undersigned Clerk of the Board of Supervisors (the "Board") of the County of Fluvanna, Virginia (the "County") hereby certifies that:

1. A meeting of the Board was duly called and held on September 17, 2014 (the "Meeting").

2. Attached hereto is a true, correct and complete copy of a resolution (the "Resolution") of the Board entitled **"RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$5,500,000 GENERAL OBLIGATION SCHOOL BONDS OF THE COUNTY OF FLUVANNA VIRGINIA, SERIES 2014, TO BE SOLD TO THE VIRGINIA PUBLIC SCHOOL AUTHORITY AND PROVIDING FOR THE FORM AND DETAILS THEREOF"** as recorded in full in the minutes of the Meeting and duly adopted by a majority of the members of the Board present and voting during the Meeting.

3. A summary of the members of the Board present or absent at the Meeting, and the recorded vote with respect to the Resolution, is set forth below:

<u>Member Name</u>	<u>Present</u>	<u>Absent</u>	<u>Voting</u>		
			<u>Yes</u>	<u>No</u>	<u>Abstaining</u>
Mozell H. Booker, Chairperson	_____	_____	_____	_____	_____
Robert Ullenbruch, Vice Chairman	_____	_____	_____	_____	_____
Mike Sheridan	_____	_____	_____	_____	_____
Tony O'Brien	_____	_____	_____	_____	_____
Donald W. Weaver	_____	_____	_____	_____	_____

4. The Resolution has not been repealed, revoked, rescinded or amended, and is in full force and effect on the date hereof.

Dated: _____, 2014

WITNESS my signature and the seal of the Board of Supervisors of Fluvanna County, Virginia this ___ day of _____, 2014.

[SEAL]

Clerk, Board of Supervisors of the County of Fluvanna, Virginia

EXHIBIT A

(FORM OF TEMPORARY BOND)

NO. TR-1

\$ _____

**UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA
COUNTY OF FLUVANNA
General Obligation School Bond
Series 2014**

Dated Date: November ____ [16 days prior to issuance], 2014 **Issue Date:** November __, 2014

The **COUNTY OF FLUVANNA, VIRGINIA** (the "County"), for value received, hereby acknowledges itself indebted and promises to pay to the **VIRGINIA PUBLIC SCHOOL AUTHORITY** ("VPSA") the principal amount of _____ DOLLARS (\$ _____), in annual installments in the amounts set forth on Schedule I attached hereto payable on July 15, 20__ and annually on July 15 thereafter to and including July 15, 20__ (each a "Principal Payment Date"), together with interest from the dated date of this Bond on the unpaid installments, payable semi-annually on January 15 and July 15 of each year, commencing on July 15, 2015 (each an "Interest Payment Date"; together with any Principal Payment Date, a "Payment Date"), at the rates per annum set forth on Schedule I attached hereto, subject to prepayment or redemption as hereinafter provided. Principal of and interest and premium, if any, on this Bond are payable in lawful money of the United States of America.

For as long as VPSA is the registered owner of this Bond, Regions Bank, as bond registrar (the "Bond Registrar"), shall make all payments of the principal of and interest and premium, if any, on this Bond, without the presentation or surrender hereof, to VPSA, in immediately available funds at or before 11:00 a.m. on the applicable Payment Date or date fixed for prepayment or redemption.

If a Payment Date or date fixed for prepayment or redemption is not a business day for banks in the Commonwealth of Virginia or for the Commonwealth of Virginia, then the payment of the principal of and interest and premium, if any, on this Bond shall be made in immediately available funds at or before 11:00 a.m. on the business day next succeeding the scheduled Payment Date or date fixed for prepayment or redemption. Upon receipt by the registered owner of this Bond of said payments of principal, premium, if any, and interest, written acknowledgment of the receipt thereof shall be given promptly to the Bond Registrar, and the County shall be fully discharged of its obligation on this Bond to the extent of the payment so made. Upon final payment, this Bond shall be surrendered to the Bond Registrar for cancellation.

The full faith and credit of the County are irrevocably pledged for the payment of the principal of and the premium, if any, and interest on this Bond. The resolution adopted by the Board of Supervisors authorizing the issuance of this Bond provides, and Section 15.2-2624, Code of Virginia 1950, as amended (the "Virginia Code"), requires, that there shall be levied and collected an annual tax upon all taxable property in the County subject to local taxation sufficient to provide for the payment of the principal of and interest and premium, if any, on this Bond as the same shall become due which tax shall be without limitation as to rate or amount and shall be in addition to all other taxes authorized to be levied in the County to the extent other funds of the County are not lawfully available and appropriated for such purpose.

This Bond is duly authorized and issued in compliance with and pursuant to the Constitution and laws of the Commonwealth of Virginia, including the Public Finance Act of 1991, Chapter 26, Title 15.2 of the Virginia Code, and resolutions duly adopted by the Board of Supervisors of the County and the School Board of the County to provide funds for capital projects for school purposes.

This Bond may be exchanged without cost, on twenty (20) days written notice from the VPSA, at the office of the Bond Registrar on one or more occasions for one or more temporary bonds or definitive bonds in marketable form and, in any case, in fully registered form, in denominations of \$5,000 and whole multiples thereof, and having an equal aggregate principal amount, having principal installments or maturities and bearing interest at rates corresponding to the maturities of and the interest rates on the installments of principal of this Bond then unpaid. This Bond is registered in the name of the VPSA on the books of the County kept by the Bond Registrar, and the transfer of this Bond may be effected by the registered owner of this Bond only upon due execution of an assignment by such registered owner. Upon receipt of such assignment and the surrender of this Bond, the Bond Registrar shall exchange this Bond for definitive bonds as hereinabove provided, such definitive bonds to be registered on such registration books in the name of the assignee or assignees named in such assignment.

The principal installments of this Bond coming due on or before July 15, 2024 and the definitive bonds for which this Bond may be exchanged that mature on or before July 15, 2024, are not subject to prepayment or redemption prior to their stated maturities. The principal installments of this Bond coming due on or after July 15, 2025, and the definitive bonds for which this Bond may be exchanged that mature on or after July 15, 2025, are subject to prepayment or redemption at the option of the County prior to their stated maturities in whole or in part, on any date on or after July 15, 2024, upon payment of the prepayment or redemption prices (expressed as percentages of principal installments to be prepaid or the principal amount of this Bond to be redeemed) set forth below plus accrued interest to the date set for prepayment or redemption:

<u>Dates</u>	<u>Prices</u>
July 15, 2024 through July 14, 2025	101%
July 15, 2025 through July 14, 2026	100½

Provided, however, that the principal installments on this Bond shall not be subject to prepayment or redemption prior to their stated maturities as described above without the prior written consent of VPSA or other registered owner of this Bond. Notice of any such prepayment or redemption shall be given by the Bond Registrar to VPSA or other registered owner by registered mail not more than ninety (90) and not less than sixty (60) days before the date fixed for prepayment or redemption.

If VPSA refunds its bonds issued in part to purchase this Bond in the future and such refunding causes this Bond to be deemed refunded, the prepayment or redemption of this Bond will be subject to VPSA approval and subject to similar prepayment or redemption provisions as set forth above that correspond to the call period of the VPSA bonds issued in part to refund this Bond.

All acts, conditions and things required by the Constitution and laws of the Commonwealth of Virginia to happen, exist or be performed precedent to and in the issuance of this Bond have happened, exist and have been performed in due time, form and manner as so required, and this Bond, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and laws of the Commonwealth of Virginia.

IN WITNESS WHEREOF, the Board of Supervisors of the County of Fluvanna has caused this Bond to be issued in the name of the County of Fluvanna, Virginia, to be signed by its Chairman or Vice-Chairman, its seal to be affixed hereto and attested by the signature of its Clerk or any of its Deputy Clerks, and this Bond to be dated November __ [16 days prior to the closing date], 2014.

COUNTY OF FLUVANNA, VIRGINIA

(SEAL)

ATTEST:

Clerk, Board of Supervisors of the
County of Fluvanna, Virginia

Chairman, Board of Supervisors of the
County of Fluvanna, Virginia

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE: _____

the within Bond and irrevocably constitutes and appoints

_____ attorney to exchange said Bond for definitive bonds in lieu of which this Bond is issued and to register the transfer of such definitive bonds on the books kept for registration thereof, with full power of substitution in the premises.

Date: _____

Registered Owner

Signature Guaranteed:

(NOTICE: Signature(s) must be guaranteed by an "eligible guarantor institution" meeting the requirements of the Bond Registrar which requirements will include Membership or participation in STAMP or such other "signature guarantee program" as may be determined by the Bond Registrar in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

(NOTICE: The signature above must correspond with the name of the Registered Owner as it appears on the front of this Bond in every particular, without alteration or change.)

Resolution No. 20-2014

**RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED
\$5,500,000 GENERAL OBLIGATION SCHOOL BOND OF THE
COUNTY OF FLUVANNA, VIRGINIA, TO BE SOLD TO THE
VIRGINIA PUBLIC SCHOOL AUTHORITY AND PROVIDING
FOR THE FORM AND DETAILS THEREOF.**

WHEREAS, the Board of Supervisors (the "Board") of the County of Fluvanna, Virginia (the "County"), has determined that it is necessary and expedient to borrow an amount not to exceed \$5,500,000 and to issue its general obligation school bond (as more specifically defined below, the "Local School Bond") for the purpose of financing certain improvements, including without limitation HVAC and gymnasium and locker room improvements, to the County's public middle school (collectively, the "Project");

WHEREAS, the County held a public hearing, duly noticed, on September 17, 2014, on the issuance of the Local School Bond in accordance with the requirements of Section 15.2-2606, Code of Virginia 1950, as amended (the "Virginia Code");

WHEREAS, the School Board of the County has, by resolution, requested the Board to authorize the issuance of the Local School Bond and consented to the issuance of the Local School Bond;

WHEREAS, Virginia Public School Authority ("VPSA") has offered to purchase the Local School Bond along with the local school bonds of certain other localities with a portion of the proceeds of certain bonds to be issued by VPSA in the fall of 2014 (the "VPSA Bonds");

WHEREAS, the Bond Sale Agreement (as defined below) shall indicate that \$5,125,000 is the amount of proceeds requested (the "Proceeds Requested") from VPSA in connection with the sale of the Local School Bond, to provide for \$5,083,990 of proceeds for Project costs as presently requested by the School Board, and additional proceeds to allow the County to pay its costs of issuance of the Local School Bond);

WHEREAS, VPSA's objective is to pay the County a purchase price for the Local School Bond which, in VPSA's judgment, reflects the Local School Bond's market value (the "VPSA Purchase Price Objective"), taking into consideration of such factors as the amortization schedule the County has requested for the Local School Bond relative to the amortization schedules requested by other localities, the purchase price to be received by VPSA from the sale of the VPSA Bonds and other market conditions relating to the sale of the VPSA Bonds; and

WHEREAS, such factors may result in the Local School Bond having a purchase price other than par and consequently (i) the County may have to issue the Local School Bond in a principal amount that is greater than or less than the Proceeds Requested in order to receive an amount of proceeds that is substantially equal to the Proceeds Requested, or (ii) if the maximum authorized principal amount of the Local School Bond set forth in section 1 below does not exceed the Proceeds Requested by at least the amount of any discount, the purchase price to be paid to the

County, given the VPSA Purchase Price Objective and market conditions, will be less than the Proceeds Requested.

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

1. **Authorization of Local School Bond and Use of Proceeds.** The Board hereby determines that it is advisable to contract a debt and issue and sell its general obligation school bond in an aggregate principal amount not to exceed \$5,500,000 (the "Local School Bond") for the purposes of financing the Project and paying costs of issuance of the Local School Bond. The Board hereby authorizes the issuance and sale of the Local School Bond in the form and upon the terms established pursuant to this Resolution.
2. **Sale of the Local School Bond.** The sale of the Local School Bond, within the parameters set forth in paragraph 4 of this Resolution, to VPSA is authorized. Given the VPSA Purchase Price Objective and market conditions, the County acknowledges that the limitation on the maximum principal amount on the Local School Bond set forth in paragraph 1 of this Resolution restricts VPSA's ability to generate the Proceeds Requested, however, the Local School Bond may be sold for a purchase price not lower than 95% of the Proceeds Requested. The Chairman of the Board, the County Administrator, or either of them (each a "Delegate") and such other officer or officers of the County as either may designate are hereby authorized and directed to enter into an agreement with VPSA providing for the sale of the Local School Bond to VPSA (the "Bond Sale Agreement"). The Bond Sale Agreement shall be in substantially the form submitted to the Board at this meeting, which form is hereby approved.
3. **Details of the Local School Bond.** The Local School Bond shall be dated 16 days prior to the date of its issuance and delivery or such other date designated by VPSA; shall be designated "General Obligation School Bond, Series 2014"; shall bear interest from its dated date payable semi-annually on each January 15 and July 15 beginning July 15, 2015 (each an "Interest Payment Date"), at the rates established in accordance with paragraph 4 of this Resolution; and shall mature on July 15 in the years (each a "Principal Payment Date") and in the amounts acceptable to a Delegate (the "Principal Installments"), subject to the provisions of paragraph 4 of this Resolution.
4. **Interest Rates and Principal Installments.** Each Delegate is hereby authorized and directed to accept the interest rates on the Local School Bond established by VPSA, provided that each interest rate shall be five one-hundredths of one percent (0.05%) over the interest rate to be paid by VPSA for the corresponding principal payment date of the VPSA Bonds, a portion of the proceeds of which will be used to purchase the Local School Bond, and provided further that the true interest cost of the Local School Bond does not exceed four and twenty-five one-hundredths percent (4.25%) per annum. The Interest Payment Dates and the Principal Installments are subject to change at the request of VPSA. Each Delegate is hereby authorized and directed to accept changes in the Interest Payment Dates and the Principal Installments at the request of VPSA based on the final term to maturity of the VPSA Bonds, requirements imposed on VPSA by the nationally-recognized rating agencies and the final principal amount of the Local School Bond; provided, however, that the principal amount of the Local School Bond shall not exceed the amount authorized by this Resolution and the final maturity of the Local School Bond shall not exceed sixteen (16) years from the date of the issuance and delivery of the Local School Bond. The

execution and delivery of the Local School Bond as described in paragraph 8 hereof shall conclusively evidence the approval and acceptance of all of the details of the Local School Bond by the Delegate as authorized by this Resolution.

5. **Form of the Local School Bond.** The Local School Bond shall be initially in the form of a single, temporary typewritten bond substantially in the form attached hereto as Exhibit A.

6. **Payment; Paying Agent and Bond Registrar.** The following provisions shall apply to the Local School Bond:

For as long as VPSA is the registered owner of the Local School Bond, all payments of principal, premium, if any, and interest on the Local School Bond shall be made in immediately available funds to VPSA at, or before 11:00 a.m. on the applicable Interest Payment Date, Principal Payment Date or date fixed for prepayment or redemption, or if such date is not a business day for Virginia banks or for the Commonwealth of Virginia, then at or before 11:00 a.m. on the business day next succeeding such Interest Payment Date, Principal Payment Date or date fixed for prepayment or redemption.

All overdue payments of principal and, to the extent permitted by law, interest shall bear interest at the applicable interest rate or rates on the Local School Bond.

Regions Bank, Richmond, Virginia, is designated as Bond Registrar and Paying Agent for the Local School Bond. The County may replace at any time, in its sole discretion, but with written notice to VPSA, the Bond Registrar with another qualified bank or trust company as successor Bond Registrar.

7. **Prepayment or Redemption.** The Principal Installments of the Local School Bond held by VPSA coming due on or before July 15, 2024, and the definitive bond for which the Local School Bond held by VPSA may be exchanged that mature on or before July 15, 2024, are not subject to prepayment or redemption prior to their stated maturities. The Principal Installments of the Local School Bond held by VPSA coming due on or after July 15, 2025, and the definitive bond(s) for which the Local School Bond held by VPSA may be exchanged that mature on or after July 15, 2025, are subject to prepayment or redemption at the option of the County prior to their stated maturities in whole or in part, on any date on or after July 15, 2024, upon payment of the prepayment or redemption prices (expressed as percentages of Principal Installments to be prepaid or the principal amount of the Local School Bond to be redeemed) set forth below plus accrued interest to the date set for prepayment or redemption:

<u>Dates</u>	<u>Prices</u>
July 15, 2024 through July 14, 2025	101%
July 15, 2025 through July 14, 2026	100½
July 15, 2026 and thereafter	100

Provided, however, that the Local School Bond shall not be subject to prepayment or redemption prior to their stated maturities as described above without first obtaining the written consent of VPSA or other registered owner of the Local School Bond. Notice of any such

prepayment or redemption shall be given by the Bond Registrar to VPSA or other registered owner by registered mail not more than ninety (90) and not less than sixty (60) days before the date fixed for prepayment or redemption.

If VPSA refunds the VPSA Bonds in the future and such refunding causes the Local School Bond to be deemed refunded, the prepayment or redemption of the Local School Bond will be subject to VPSA approval and subject to similar prepayment or redemption provisions as set forth above that correspond to the call period of the VPSA bonds issued in part to refund the Local School Bond.

8. **Execution of the Local School Bond.** The Chairman or Vice Chairman and the Clerk or any Deputy Clerk of the Board are authorized and directed to execute and deliver the Local School Bond and to affix the seal of the County thereto.

9. **Pledge of Full Faith and Credit.** For the prompt payment of the principal of, premium, if any, and the interest on the Local School Bond as the same shall become due, the full faith and credit of the County are hereby irrevocably pledged, and in each year while any portion of the Local School Bond shall be outstanding there shall be levied and collected in accordance with law an annual ad valorem tax upon all taxable property in the County subject to local taxation sufficient in amount to provide for the payment of the principal of and premium, if any, and the interest on the Local School Bond as such principal, premium, if any, and interest shall become due, which tax shall be without limitation as to rate or amount and in addition to all other taxes authorized to be levied in the County to the extent other funds of the County are not lawfully available and appropriated for such purpose.

10. **Use of Proceeds Certificate and Tax Compliance Agreement.** The Chairman of the Board, the County Administrator and such other officer or officers of the County or the School Board as either may designate are hereby authorized and directed to execute and deliver on behalf of the County a Use of Proceeds Certificate and Tax Compliance Agreement (the "Tax Compliance Agreement") setting forth the expected use and investment of the proceeds of the Local School Bond and containing such covenants as may be necessary in order to show compliance with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and applicable regulations relating to the exclusion from gross income of interest on the VPSA Bonds. The Board covenants on behalf of the County that (i) the proceeds from the issuance and sale of the Local School Bond will be invested and expended as set forth in such Tax Compliance Agreement and that the County shall comply with the other covenants and representations contained therein and (ii) the County shall comply with the provisions of the Code so that interest on the VPSA Bonds will remain excludable from gross income for federal income tax purposes.

11. **Limitation on Private Use.** The County covenants that it shall not permit the proceeds of the Local School Bond or the facilities to be financed with the proceeds of the Local School Bond to be used in any manner that would result in (a) 5% or more of such proceeds or the facilities to be financed with such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) 5% or more of such proceeds or the facilities to be financed with such proceeds being used with respect to any output facility (other than a facility for the furnishing of water), within the meaning of Section 141(b)(4) of the Code, or (c) 5% or more of such proceeds being used directly or indirectly to make or finance loans to any

persons other than a governmental unit, as provided in Section 141(c) of the Code; provided, however, that if the County receives an opinion of nationally recognized bond counsel that any such covenants need not be complied with to prevent the interest on the VPSA Bonds from being includable in the gross income for federal income tax purposes of the registered owners thereof under existing law, the County need not comply with such covenants.

12. **State Non-Arbitrage Program; Proceeds Agreement.** The Board hereby determines that it is in the best interests of the County to authorize and direct the County Director of Finance to participate in the State Non-Arbitrage Program in connection with the Local School Bond. The Chairman of the Board, the County Administrator and such officer or officers of the County as either may designate are hereby authorized and directed to execute and deliver a Proceeds Agreement with respect to the deposit and investment of proceeds of the Local School Bond by and among the County, the other participants in the sale of the VPSA Bonds, VPSA, the investment manager and the depository, substantially in the form submitted to the Board at this meeting, which form is hereby approved.

13. **Continuing Disclosure Agreement.** The Chairman of the Board, the County Administrator and such other officer or officers of the County as either may designate are hereby authorized and directed to execute a Continuing Disclosure Agreement, as set forth in Appendix D to the Bond Sale Agreement, setting forth the reports and notices to be filed by the County and containing such covenants as may be necessary in order to show compliance with the provisions of the Securities and Exchange Commission Rule 15c2-12, under the Securities Exchange Act of 1934, as amended, and directed to make all filings required by Section 3 of the Bond Sale Agreement should the County be determined by VPSA to be a MOP (as defined in the Bond Sale Agreement).

14. **Refunding.** The Board hereby acknowledges that VPSA may issue refunding bonds to refund any bonds previously issued by VPSA, including the VPSA Bonds issued to purchase the Local School Bond, and that the purpose of such refunding bonds would be to enable VPSA to pass on annual debt service savings to the local issuers, including the County. Each of the Delegates is authorized to execute and deliver to VPSA such allonge to the Local School Bond, revised debt service schedule, IRS Form 8038-G or such other documents reasonably deemed necessary by VPSA and VPSA's bond counsel to be necessary to reflect and facilitate the refunding of the Local School Bond and the allocation of the annual debt service savings to the County by VPSA. The Clerk to the Board of Supervisors is authorized to affix the County's seal on any such documents and attest or countersign the same.

15. **Filing of Resolution.** The appropriate officers or agents of the County are hereby authorized and directed to cause a certified copy of this Resolution to be filed with the Circuit Court of the County.

16. **Election to Proceed under Public Finance Act.** In accordance with Section 15.2-2601 of the Virginia Code, the Board elects to issue the Local School Bond pursuant to the provisions of the Public Finance Act of 1991, Chapter 26 of Title 15.2 of the Virginia Code.

17. **Further Actions.** The members of the Board, the County Administrator and all officers, employees and agents of the County are hereby authorized to take such action and to execute and deliver on behalf of the County such other agreements, instruments, certificates and documents as

they or any one of them may consider necessary or desirable in connection with the issuance and sale of the Local School Bond and otherwise in furtherance of this Resolution and any such action previously taken is hereby ratified and confirmed.

18. **Effective Date.** This Resolution shall take effect immediately.

* * *

APPROVED

CERTIFICATE

The undersigned Clerk of the Board of Supervisors (the "Board") of the County of Fluvanna, Virginia (the "County") hereby certifies that:

1. A meeting of the Board was duly called and held on September 17, 2014 (the "Meeting").

2. Attached hereto is a true, correct and complete copy of a resolution (the "Resolution") of the Board entitled "**RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$5,500,000 GENERAL OBLIGATION SCHOOL BONDS OF THE COUNTY OF FLUVANNA VIRGINIA, SERIES 2014, TO BE SOLD TO THE VIRGINIA PUBLIC SCHOOL AUTHORITY AND PROVIDING FOR THE FORM AND DETAILS THEREOF**" as recorded in full in the minutes of the Meeting and duly adopted by a majority of the members of the Board present and voting during the Meeting.

3. A summary of the members of the Board present or absent at the Meeting, and the recorded vote with respect to the Resolution, is set forth below:

<u>Member Name</u>	<u>Voting</u>				
	<u>Present</u>	<u>Absent</u>	<u>Yes</u>	<u>No</u>	<u>Abstaining</u>
Mozell H. Booker, Chairperson	_____	_____	_____	_____	_____
Robert Ullenbruch, Vice Chairman	_____	_____	_____	_____	_____
Mike Sheridan	_____	_____	_____	_____	_____
Tony O'Brien	_____	_____	_____	_____	_____
Donald W. Weaver	_____	_____	_____	_____	_____

4. The Resolution has not been repealed, revoked, rescinded or amended, and is in full force and effect on the date hereof.

Dated: _____, 2014

WITNESS my signature and the seal of the Board of Supervisors of Fluvanna County, Virginia this ___ day of _____, 2014.

Clerk, Board of Supervisors of the County of Fluvanna, Virginia

[SEAL]

EXHIBIT A

(FORM OF TEMPORARY BOND)

NO. TR-1

\$ _____

**UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA
COUNTY OF FLUVANNA
General Obligation School Bond
Series 2014**

Dated Date: November ____ [16 days prior to issuance], 2014 **Issue Date:** November __, 2014

The **COUNTY OF FLUVANNA, VIRGINIA** (the "County"), for value received, hereby acknowledges itself indebted and promises to pay to the **VIRGINIA PUBLIC SCHOOL AUTHORITY** ("VPSA") the principal amount of _____ DOLLARS (\$ _____), in annual installments in the amounts set forth on Schedule I attached hereto payable on July 15, 20__ and annually on July 15 thereafter to and including July 15, 20__ (each a "Principal Payment Date"), together with interest from the dated date of this Bond on the unpaid installments, payable semi-annually on January 15 and July 15 of each year, commencing on July 15, 2015 (each an "Interest Payment Date"; together with any Principal Payment Date, a "Payment Date"), at the rates per annum set forth on Schedule I attached hereto, subject to prepayment or redemption as hereinafter provided. Principal of and interest and premium, if any, on this Bond are payable in lawful money of the United States of America.

For as long as VPSA is the registered owner of this Bond, Regions Bank, as bond registrar (the "Bond Registrar"), shall make all payments of the principal of and interest and premium, if any, on this Bond, without the presentation or surrender hereof, to VPSA, in immediately available funds at or before 11:00 a.m. on the applicable Payment Date or date fixed for prepayment or redemption.

If a Payment Date or date fixed for prepayment or redemption is not a business day for banks in the Commonwealth of Virginia or for the Commonwealth of Virginia, then the payment of the principal of and interest and premium, if any, on this Bond shall be made in immediately available funds at or before 11:00 a.m. on the business day next succeeding the scheduled Payment Date or date fixed for prepayment or redemption. Upon receipt by the registered owner of this Bond of said payments of principal, premium, if any, and interest, written acknowledgment of the receipt thereof shall be given promptly to the Bond Registrar, and the County shall be fully discharged of its obligation on this Bond to the extent of the payment so made. Upon final payment, this Bond shall be surrendered to the Bond Registrar for cancellation.

The full faith and credit of the County are irrevocably pledged for the payment of the principal of and the premium, if any, and interest on this Bond. The resolution adopted by the Board of Supervisors authorizing the issuance of this Bond provides, and Section 15.2-2624, Code of Virginia 1950, as amended (the "Virginia Code"), requires, that there shall be levied and collected an annual tax upon all taxable property in the County subject to local taxation sufficient to provide for the payment of the principal of and interest and premium, if any, on this Bond as the same shall become due which tax shall be without limitation as to rate or amount and shall be in addition to all other taxes authorized to be levied in the County to the extent other funds of the County are not lawfully available and appropriated for such purpose.

This Bond is duly authorized and issued in compliance with and pursuant to the Constitution and laws of the Commonwealth of Virginia, including the Public Finance Act of 1991, Chapter 26, Title 15.2 of the Virginia Code, and resolutions duly adopted by the Board of Supervisors of the County and the School Board of the County to provide funds for capital projects for school purposes.

This Bond may be exchanged without cost, on twenty (20) days written notice from the VPSA, at the office of the Bond Registrar on one or more occasions for one or more temporary bonds or definitive bonds in marketable form and, in any case, in fully registered form, in denominations of \$5,000 and whole multiples thereof, and having an equal aggregate principal amount, having principal installments or maturities and bearing interest at rates corresponding to the maturities of and the interest rates on the installments of principal of this Bond then unpaid. This Bond is registered in the name of the VPSA on the books of the County kept by the Bond Registrar, and the transfer of this Bond may be effected by the registered owner of this Bond only upon due execution of an assignment by such registered owner. Upon receipt of such assignment and the surrender of this Bond, the Bond Registrar shall exchange this Bond for definitive bonds as hereinabove provided, such definitive bonds to be registered on such registration books in the name of the assignee or assignees named in such assignment.

The principal installments of this Bond coming due on or before July 15, 2024 and the definitive bonds for which this Bond may be exchanged that mature on or before July 15, 2024, are not subject to prepayment or redemption prior to their stated maturities. The principal installments of this Bond coming due on or after July 15, 2025, and the definitive bonds for which this Bond may be exchanged that mature on or after July 15, 2025, are subject to prepayment or redemption at the option of the County prior to their stated maturities in whole or in part, on any date on or after July 15, 2024, upon payment of the prepayment or redemption prices (expressed as percentages of principal installments to be prepaid or the principal amount of this Bond to be redeemed) set forth below plus accrued interest to the date set for prepayment or redemption:

<u>Dates</u>	<u>Prices</u>
July 15, 2024 through July 14, 2025	101%
July 15, 2025 through July 14, 2026	100½

Provided, however, that the principal installments on this Bond shall not be subject to prepayment or redemption prior to their stated maturities as described above without the prior written consent of VPSA or other registered owner of this Bond. Notice of any such prepayment or redemption shall be given by the Bond Registrar to VPSA or other registered owner by registered mail not more than ninety (90) and not less than sixty (60) days before the date fixed for prepayment or redemption.

If VPSA refunds its bonds issued in part to purchase this Bond in the future and such refunding causes this Bond to be deemed refunded, the prepayment or redemption of this Bond will be subject to VPSA approval and subject to similar prepayment or redemption provisions as set forth above that correspond to the call period of the VPSA bonds issued in part to refund this Bond.

All acts, conditions and things required by the Constitution and laws of the Commonwealth of Virginia to happen, exist or be performed precedent to and in the issuance of this Bond have happened, exist and have been performed in due time, form and manner as so required, and this Bond, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and laws of the Commonwealth of Virginia.

IN WITNESS WHEREOF, the Board of Supervisors of the County of Fluvanna has caused this Bond to be issued in the name of the County of Fluvanna, Virginia, to be signed by its Chairman or Vice-Chairman, its seal to be affixed hereto and attested by the signature of its Clerk or any of its Deputy Clerks, and this Bond to be dated November __ [16 days prior to the closing date], 2014.

COUNTY OF FLUVANNA, VIRGINIA

(SEAL)

ATTEST:

Clerk, Board of Supervisors of the
County of Fluvanna, Virginia

Chairman, Board of Supervisors of the
County of Fluvanna, Virginia

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE: _____

the within Bond and irrevocably constitutes and appoints

_____ attorney to exchange said Bond for definitive bonds in lieu of which this Bond is issued and to register the transfer of such definitive bonds on the books kept for registration thereof, with full power of substitution in the premises.

Date: _____

Registered Owner

Signature Guaranteed:

(NOTICE: Signature(s) must be guaranteed by an "eligible guarantor institution" meeting the requirements of the Bond Registrar which requirements will include Membership or participation in STAMP or such other "signature guarantee program" as may be determined by the Bond Registrar in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

(NOTICE: The signature above must correspond with the name of the Registered Owner as it appears on the front of this Bond in every particular, without alteration or change.)

An Ordinance To Amend The Fluvanna County Zoning Map, With Respect To 1.148 acres of Tax Map 5, Section 24, Parcel 7 to rezone the same from I-1, Industrial, Limited to B-1, Business, General. (ZMP 14:02)

BE IT ORDAINED BY THE FLUVANNA BOARD OF SUPERVISORS, pursuant to Virginia Code Section 15.2-2285, that the Fluvanna County Zoning Map be, and it is hereby, amended, as follows:

That 1.148 acres of Tax Map 5, Section 24, Parcel 7, be and is hereby, rezoned from I-1, Industrial, Limited to B-1, Business, General.

APPROVED