

**RESOLUTION OF THE CENTRAL VIRGINIA PLANNING DISTRICT COMMISSION
APPROVING RATE ADJUSTMENT OF EXISTING FINANCING THROUGH
INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE TOWN OF AMHERST, VIRGINIA**

WHEREAS, the Counties of Amherst, Bedford and Campbell, the Town of Bedford (formerly City of Bedford) and the City of Lynchburg (**collectively, the “Member Jurisdictions”**) acting through a committee, the Central Virginia Radio Communications Board, formerly known as the Region 2000 Radio Communications Board (**the “Radio Board”**) of the Central Virginia Planning District Commission, formerly Virginia’s Region 2000 Local Government Council (**“CVPDC”**) owns and operates an emergency communications system (**the “Facilities”**) serving the Member Jurisdictions with portions of the Facilities located in each of the Member Jurisdictions;

WHEREAS, in 2012, CVPDC upgraded and replaced the existing emergency communications system (**the “Existing System”**) serving the then Member Jurisdictions through a financing with the Industrial Development Authority of the Town of Amherst, Virginia (**the “Authority”**) by the Authority’s issuance of its \$13,100,000 Public Facilities Revenue Bond (Virginia’s Region 2000 Local Government Council Project), Series 2012 (**the “2012 Bond”**) pursuant to a Loan Agreement, dated as of May 1, 2012 (**the “Loan Agreement”**) among the Authority, CVPDC and Banc of America Public Capital Corp (**the “Lender”**);

WHEREAS, simultaneously with the issuance of the 2012 Bond, CVPDC issued its promissory note (**the “2012 Borrower Note”**) in the same amount as the 2012 Bond, reflecting the undertaking of CVPDC to provide the source of revenue for payment of the 2012 Bond;

WHEREAS, pursuant to a Security Agreement, dated as of May 1, 2012 (**the “Security Agreement”**) between CVPDC and the Lender, CVPDC assigned certain payments under a Cooperative Agreement with the Member Jurisdictions for the benefit of the Lender and granted the Lender a security interest in the Facilities, including the Existing System, with the Existing System to be released upon the final installation of the portion of the Facilities to be financed with the proceeds of the 2012 Bond;

WHEREAS, Davenport & Company LLC (**the “Financial Advisor”**) on behalf of CVPDC, requested the Lender to consider a refunding or rate reduction of the 2012 Bond and received a proposal from the Lender dated December 28, 2021 (**the “Proposal”**) reducing the interest rate on the 2012 Bond from 3.04% to 1.37%, which the CVPDC has reviewed and considered as the most advantageous manner to refinance the costs of the Facilities for debt service savings;

WHEREAS, CVPDC have requested that the Authority (a) issue, offer and sell its public facilities revenue refunding bond in the principal amount of not to exceed \$6,200,000 (**the “2022 Bond”**) to refund and refinance the 2012 Bond issued to finance the costs of the Facilities, plus accrued interest through the next payment date on the 2012 Bond and the cost of issuing the 2022 Bond, (b) secure the payment of the 2022 Bond through amendments to the Loan Agreement and

the Security Agreement (the “Existing Financing Documents”) to secure the 2022 Bond on the same basis as the 2012 Bond;

WHEREAS, there have been presented to this meeting, drafts of the following documents (collectively, the “Documents”) in connection with the transactions described above, copies of which shall be filed with the records of CVPDC:

1. An Amendment Agreement (the “Amendment Agreement”) among the Authority, CVPDC and the Lender amending the Existing Financing Documents to reflect the terms of the Proposal and the 2022 Bond and releasing the Existing System from the provisions of the Security Agreement;
2. a Specimen Public Facilities Revenue Refunding Bond (CVPDC Radio Board Rate Adjustment), Series 2022 in the maximum aggregate principal amount of \$6,200,000, maturing on or about May 1, 2027 from its date of issuance with an interest rate of 1.37% per annum; and
3. a Promissory Note of CVPDC corresponding to the terms of the 2022 Bond.

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL VIRGINIA PLANNING DISTRICT COMMISSION:

1. All costs and expenses in connection with the issuance of the 2022 Bond, including but not limited to the Authority’s expenses, the fees and expenses of CVPDC and its counsel, bond counsel, the Financial Advisor and the Authority’s counsel for the sale of the 2022 Bond, shall be paid from the proceeds therefrom or other funds of CVPDC. If for any reason the 2022 Bond is not issued, it is understood that all such expenses shall be paid by CVPDC and that the Authority shall have no responsibility therefor.
2. CVPDC hereby approves the Documents, the Proposal and the form of the 2022 Bond in the maximum aggregate principal amount of up to \$6,200,000 with a maturity date on or about May 1, 2027 from the date of issuance, payable as to interest semiannually at the rate of 1.37%, subject to such adjustment as set forth in the form of the 2022 Bond, and payable as to principal annually, as set forth in the form of 2022 Bond, with such changes, including but not limited to changes in the amounts, dates, payment dates and rates as may be approved by the Chairman or Vice Chairman of CVPDC or the Executive Director of CVPDC, either of whom may act (the “CVPDC Representative”) whose signature or signatures on the Documents and related instruments and certificates shall be conclusive evidence of his or their approval of the same.
3. The CVPDC Representative is hereby authorized and directed to execute the Documents and such other instruments and documents as are necessary to create and perfect a security interest in the Collateral in favor of the Lender, to amend the Existing Financing Documents and to issue the 2022 Bond.

4. The CVPDC Representative is hereby authorized and directed to execute, deliver and file all certificates and documents and to take all such further action as he may consider necessary or desirable in his sole and absolute discretion in connection with the issuance and sale of the 2022 Bond, including without limitation (a) execution and delivery of a certificate setting forth the expected use and investment of the proceeds of the 2022 Bond to show that such expected use and investment will not violate the provisions of Section 148 of the Internal Revenue Code of 1986, as amended, and regulations thereunder, applicable to “arbitrage bonds,” (b) making any elections that such CVPDC Representative deems desirable regarding any provision requiring rebate to the United States of “arbitrage profits” earned on investment of proceeds of the 2022 Bond, (c) providing for the Member Jurisdictions to pay any such rebate amount and (d) filing Internal Revenue Service Form 8038-G, and to take all such further action as he may consider necessary or desirable in connection with the issuance and sale of the 2022 Bond, refinancing of the Facilities, the amending of the Existing Financing Documents and the providing of a lien on the Facilities as additional security for the 2022 Bond.
5. Any authorization herein to execute a document shall include authorization to deliver it to the other parties thereto and to record such document where appropriate.
6. All other acts of CVPDC Representative that are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the 2022 Bond, the refunding of the Facilities and the amending of the Existing Financing Documents are hereby approved, ratified and confirmed.
7. This resolution shall take effect immediately.

Adopted this 20th day of January, 2022.

CERTIFICATION OF ADOPTION OF RESOLUTION

The undersigned Executive Director of the Central Virginia Planning District Commission hereby certifies that the Resolution set forth above was adopted in an open meeting on January 20, 2022, by the Central Virginia Planning District Commission with the following votes:

Aye:

Absent:

Nay:

Abstentions:

Signed this ___ day of _____, 2022.

By: _____
Executive Director, Central Virginia Planning District Commission