

AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF ROCKBRIDGE COUNTY VIRGINIA, HELD IN THE COUNTY ADMINISTRATION BUILDING, 150 SOUTH MAIN STREET LEXINGTON, VIRGINIA, ON MONDAY, MARCH 25, 2013, AT 5:30 P.M.

PRESENT: CHAIRMAN R.R.CAMPBELL
MEMBERS: A.W.LEWIS, JR, J.M.HIGGINS, R.S.FORD
ABSENT: D.W.HINTY, JR.
CLERK TO BOARD: SPENCER H. SUTER
COUNTY ATTORNEY: VICKIE L. HUFFMAN
FISCAL DIRECTOR: STEVE BOLSTER
STAFF: SAM CRICKENBERGER, ROBERT FORESMAN, CHRIS SLAYDON,
BRANDY WHITTEN

Call to Order

Chairman Campbell called the meeting to order.

Supervisor Lewis delivered the invocation and led in the Pledge of Allegiance.

Recognitions/Presentations

Chairman Campbell called for recognitions or presentations.

There were none.

Citizen Comments

Chairman Campbell called for citizen comments.

There were none.

Items to be added to the agenda

Chairman Campbell called for items to be added to the agenda.

Supervisor Lewis added two (2) appointments for the Economic Development Authority (EDA).

Approval of Minutes for March 11, 2013

Supervisor Ford moved to adopt the March 11, 2013 minutes, seconded by Supervisor Higgins, and approved by the following roll call vote:

AYES: Ford, Higgins, Lewis, Campbell
NAYES: None
ABSENT: Hinty

Convene Solid Waste Authority

Consideration of Monitoring Well Bids

Chairman Campbell convened the Solid Waste Authority at 5:32 p.m.

Director of Finance, Steven Bolster, introduced the items in the Board packets which included a Board Report, a Bid Tabulation form from the bid opening, a recommendation of bid award from Draper Aden Associates, and a resolution authorizing the award of the bid to the lowest bidder, Gilliam and Mundy Drillers.

He explained that, in a previous action, the Board had approved moving ahead with installation of landfill monitoring and exploratory wells as a final step toward evaluation of a lined landfill. He further explained that, as part of their contract, Draper Aden Associates developed a bid specification, which was advertised and direct mailed to prospective bidders. Three bids were received and read aloud on March 15th at 2:00 p.m. He explained that Gilliam and Mundy Drillers was the lowest bidder with a bid of \$147,184. Qualifications of the low bidder were reviewed and verified by Draper Aden Associates. He concluded that Draper Aden and Associates recommended that the County award the bid to Gilliam and Mundy Well Drilling, Inc.

Supervisor Higgins moved to approve the resolution awarding the contract with Gilliam and Mundy Well Drillers in the amount of \$147,184. Supervisor Ford provided the second.

In final discussion, Mr. Suter explained that the amount could exceed \$147,184 depending on the depth of the wells.

Chairman Campbell requested a revised motion.

Supervisor Higgins moved to approve the resolution awarding the contract with Gilliam and Mundy Well Drillers not to exceed 10% above \$147,184. Supervisor Ford seconded the motion. The amended resolution was approved by the following roll call vote:

AYES: Higgins, Ford, Lewis, Campbell
NAYES: None
ABSENT: Hinty

Chairman Campbell closed the Solid Waste Authority at 5:36 p.m. and reconvened the Board work session.

AT A REGULAR MEETING OF THE SOLID WASTE AUTHORITY OF ROCKBRIDGE COUNTY, VIRGINIA, HELD AT THE ROCKBRIDGE COUNTY ADMINISTRATIVE OFFICES ON MONDAY, MARCH 25, 2013

RESOLUTION AUTHORIZING AWARD OF BID TO AND EXECUTION OF THE CONTRACT DOCUMENTS WITH GILLIAM AND MUNDY WELL DRILLERS FOR DRILLING AND CONSTRUCTION OF MONITORING WELLS ADJACENT TO LANDFILL AND EXPLORATORY WELL

WHEREAS, the County, for the Rockbridge County Solid Waste Authority, has issued an Invitation to Bid for drilling and completion of seven groundwater monitoring wells located outside the proposed landfill expansion boundary, and one exploratory boring located within the proposed future landfill expansion area; and,

WHEREAS, the County has received competitive sealed bids in accordance with Chapter 43, the Virginia Public Procurement Act, of Title 2.2 of the Code of Virginia (1950, as amended) and of the Rockbridge County Public Procurement Policy; and,

WHEREAS, all bids shown upon the Bid Tabulation dated March 15, 2013, have been determined by staff to be responsive to the County's Invitation to Bid #IFBMW-03012013; and,

WHEREAS, the lowest responsive and responsible bidder for the work is Gilliam and Mundy Well Drillers with a bid of \$147,184; and,

WHEREAS, the award of the bid to the lowest responsive and responsible bidder and approval of a contract have been submitted to the Rockbridge County Solid Waste Authority.

NOW THEREFORE, BE IT RESOLVED by the Solid Waste Authority of Rockbridge County as follows:

1. That Gilliam and Mundy Well Drillers be, and hereby is, awarded the contract in an amount not to exceed 10% above \$147,184 for drilling of the groundwater monitoring wells and exploratory well at the Landfill in accordance with the specification and requirements in the Invitation for Bid #IFBMW-03012013.

2. That upon receipt of the completed Contract Documents from the lowest responsive and responsible bidder specified herein, and compliance with all remaining requirements therefor, the County Administrator is hereby authorized to execute the contract on behalf of the Solid Waste Authority of Rockbridge County, and to take such other and further actions as may be necessary and appropriate to accomplish this transaction, which shall be approved as to form by the County Attorney.

3. That this Resolution shall be effective upon the date of its adoption.

Adopted this 25th day of March, 2013.

Recorded Vote:

AYES: Higgins, Ford, Lewis, Campbell

NAYES: None

ABSENT: Hinty

VRA Lease Financing Approval for Courthouse refinancing

Mr. Bolster introduced the Board Report and the Authorizing Resolution, which were included in the Board's agenda packet. He read aloud the Board Report. "On January 5, 2006, at the County's request, the Industrial Development Authority of Rockbridge County issued a \$15,000,000 Public Facility Lease Revenue Bond to finance the majority of the County's share of costs for the new Rockbridge County Courthouse facility through leasing arrangements in connection with the VML-VACo Finance Program. Due to the potential significant savings with lower interest rates, the County has applied for, and reasonably anticipates approval of, refinancing of up to \$14,200,000 (to include issuance costs and related fees) through the Virginia Resources Authority (VRA). The most recent financial analysis projects a reduction of the existing interest rate, from 4.72% to 3.31%. The analysis also indicates a savings of \$632,658 over the remaining 23 years on the debt schedule. The VRA financing structure will require the County to enter into certain lease-leaseback arrangements with VRA, and the Rockbridge County School Board has authorized the use of Central Elementary School and/or Fairfield Elementary School, if needed, as the collateral for such arrangements. The proposed Resolution to authorize the refinancing, in accordance with VRA requirements, is attached for Board consideration."

County Attorney Vickie Huffman then described a last-minute change to the resolution, requested by the Virginia Resources Authority: On page 4 - Change "the termination date of the Financing Lease shall not be later than August 1, 2035" to "the termination date of the Financing Lease shall not be later than December 31, 2036." She noted that staff was not sure

why this change was made at this point; however, she explained that it provides the County with some flexibility to deal with the term in connection with the bond issue.

In response to a question by Supervisor Lewis, Ms. Huffman confirmed that changing this date could work to the County's advantage.

Supervisor Lewis moved to approve the authorizing resolution, seconded by Supervisor Ford, and approved by the following roll call vote:

AYES: Lewis, Ford, Higgins, Campbell
NAYES: None
ABSENT: Hinty

March 25, 2013
Board of Supervisors of the County of Rockbridge, Virginia
Lease Financing Arrangements with Virginia Resources Authority

AUTHORIZING RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF ROCKBRIDGE, VIRGINIA

(2013 Courthouse Refinancing Project)

WHEREAS, pursuant to Title 15.2 of the Code of Virginia, 1950, as amended (the "Virginia Code"), the County of Rockbridge, Virginia (the "County") is empowered to lease and lease finance the acquisition, construction, and equipping of County-owned, essential governmental projects and facilities related thereto, including the refinancing thereof.

WHEREAS, on January 5, 2006, the Industrial Development Authority of Rockbridge County, Virginia (now known as the Economic Development Authority of Rockbridge County, Virginia, the "County IDA"), acting at the request of the Board of Supervisors of the County of Rockbridge (the "County"), issued its \$15,000,000 Public Facility Lease Revenue Bond (Rockbridge County Project), Series 2006 (the "2006 County IDA Bond".)

WHEREAS, pursuant to the terms of that certain Lease Agreement, dated as of December 1, 2005 (the "Courthouse Lease"), between the County IDA and the County, among other things, the proceeds of the 2006 County IDA Bond were used by the County to finance the County's share of costs associated with the construction of the new courthouse facility and parking deck at the corner of Randolph and Nelson Street in Lexington, Virginia (the "Courthouse Project".)

WHEREAS, the County reasonably anticipates that Virginia Resources Authority ("VRA") will approve the County's participation in the Series 2013A Virginia Pooled Financing Program by VRA this Spring 2013 in order for the County to obtain funds to prepay and refinance a portion of the costs in connection with

such Courthouse Project.

WHEREAS, subject to final credit approval, VRA will provide such refinancing assistance to the County for the Courthouse Project with a portion of the proceeds of the Virginia Resources Authority Infrastructure and State Moral Obligation Revenue Bonds (Virginia Pooled Financing Program), Series 2013A in one or more series (the “2013A VRA Bonds”) in order for the County to (i) exercise its option under Section 4.3 of the Courthouse Lease to make certain prepayments of the principal component of Basic Rent (as defined in the Courthouse Lease) and thereby cause the redemption, defeasance and refunding of a portion of the outstanding amount of the 2006 County IDA Bond, and (ii) pay certain issuance costs in connection therewith, all as further described below.

WHEREAS, VRA will issue the 2013A VRA Bonds and provide a portion of the proceeds thereof to the County, for the purposes described herein, pursuant to the terms of a Local Lease Acquisition and Financing Agreement, dated as of April 4, 2013 (the “Financing Lease”), among the County, VRA and the School Board of Rockbridge County, Virginia (the “School Board”).

WHEREAS, in order to structure such arrangements for the Courthouse Project, the County has requested the assistance of the School Board and, pursuant to a resolution approved on March 5, 2013, the School Board has approved the lease of the Central Elementary School located at 85 Central Road, in Lexington, Virginia 24450, consisting of 7.7 Acres +/-, and being a portion of the property conveyed under a Deed dated January 9, 1952, from Eva H. Donald and H.A. Donald, her husband, as grantors thereunder, and the School Board, as grantee thereunder (the “School Property”).

WHEREAS, according to the plan of refinancing, the School Board, and to the extent required by Section 15.2-1800.1 of the Virginia Code, the County will lease to VRA, and VRA will lease from the School Board and the County, the School Property, together with all improvements now or hereafter located therein or situated thereon, upon the terms and conditions set forth in that certain Prime Lease, dated as of April 4, 2013 (the “Prime Lease”).

WHEREAS, pursuant to the terms of the Financing Lease, VRA will lease back the School Property to the School Board and the County will make rental payments corresponding in amount and timing to the debt service on the portion of the 2013A VRA Bonds issued to refinance a portion of the Courthouse Project (the “Rental Payments”), all as contemplated under this Authorizing Resolution.

WHEREAS, the 2013A VRA Bonds will be issued pursuant to a Master Indenture of Trust, dated as of December 1, 2003, as previously supplemented and amended and as further supplemented by a Twenty-Fourth Supplemental Series Indenture of Trust, dated as of June 1, 2013 (collectively, the “Indenture”), both between VRA and U.S. Bank National Association, as trustee (the “Trustee”), and pursuant to that certain Leasehold Deed of Trust and Security Agreement, dated as of June 1, 2013 (the “Leasehold D-T”), VRA will assign to the Trustee as security for the 2013A VRA Bonds all of its right, title and interest in and to the Prime Lease and the Financing Lease.

WHEREAS, all such leasing arrangements with respect to the School Property, including the lease financing arrangements between the County and VRA, shall contemplate the exclusive and uninterrupted use of the School Property by the Rockbridge County Public Schools for its essential public school purposes so long as no event of default has occurred under the Financing Lease.

WHEREAS, the County intends to pay the Rental Payments as set forth in the Financing Lease out of appropriations from the County's General Fund.

WHEREAS, all such refinancing arrangements for the Courthouse Project shall be set forth, among other things, in (i) the Prime Lease and the Financing Lease (together, the “Lease Documents”), (ii) the

Leasehold D-T, and (iii) a Nonarbitrage Certificate and Tax Compliance Agreement between VRA, the County and the School Board (the "Tax Compliance Agreement"), substantially final forms of which are on file with the County's records.

WHEREAS, VRA has advised the County that VRA's objective is to pay the County an amount which, in VRA's judgment, reflects the market value of the Rental Payments under the Financing Lease (the "VRA Purchase Price Objective"), taking consideration of such factors as the Targeted Savings (as herein defined), the purchase price to be received by VRA for 2013A VRA Bonds, the underwriters' discount and other issuance costs of the 2013A VRA Bonds and other market conditions relating to the sale of the 2013A VRA Bonds.

WHEREAS, the Board of Supervisors of the County ("Board") desires to authorize the various transactions contemplated by the Lease Documents in order for the County, among other things, to exercise its option under Section 4.3 of the Courthouse Lease to make certain prepayments of the principal component of Basic Rent under such Courthouse Lease and thereby cause the redemption, defeasance and refunding of a portion of the outstanding amount of the 2006 County IDA Bond.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF ROCKBRIDGE, VIRGINIA, as follows:

1. Authorization of Arrangements in Connection with the Lease Documents and the County's Use of Proceeds thereof. The Board hereby determines that it is advisable to enter into the lease - leaseback arrangements contemplated under the Lease Documents in order for the County to cause the redemption, defeasance and refunding of a portion of the outstanding amount of the 2006 County IDA Bond, all as described herein. To such end, the Board hereby approves and authorizes the execution and delivery of the Lease Documents in the forms and upon the terms established pursuant to this Authorizing Resolution, and acknowledges the transactions contemplated by the Leasehold D-T as required by VRA. The Lease Documents shall be delivered by the County and the School Board to or upon the order of VRA upon payment of the lease proceeds thereunder pursuant to the terms and conditions set forth in the Financing Lease. The proceeds from the execution and delivery of the Financing Lease shall be used by the County, along with other lawfully available funds, if any, to exercise the County's option under Section 4.3 of the Courthouse Lease to make certain prepayments of the principal component of Basic Rent as defined in such Courthouse Lease, and thereby cause the partial prepayment and refinancing of a portion of the 2006 County IDA Bond, and to pay issuance costs in connection with such transactions, all as contemplated under this Authorizing Resolution and further described in the Financing Lease.

2. Delivery of Lease Documents. It is determined to be in the best interest of the County for the County and the School Board to enter into the leasing transactions described in this Authority Resolution, execute and deliver the Lease Documents, and accept the offer of VRA to lease finance the School Property pursuant to the terms of the Financing Lease, at a price, determined by VRA to be fair and accepted by the Chairman or Vice Chairman of the Board, or the County Administrator (whether collectively or individually, any one or more of whom may act, the "County Representative"), upon the terms established pursuant to this Authorizing Resolution and the final Financing Lease. The Board hereby authorizes such transactions and Lease Documents in the forms and upon the terms established pursuant to this Authorizing Resolution. The County Representative is hereby authorized and directed to accept the final principal amount of the Financing Lease as advised by VRA, provided that such principal amount thereof shall not exceed the amount authorized by this Authorizing Resolution. The execution and delivery of the Lease Documents as described herein shall conclusively evidence such principal amount thereof and interest component thereunder as established by VRA and as having been so accepted as authorized by this Authorizing Resolution, without any further action from the County being required therefor.

3. Authorization of Documentation in Connection with the Lease Documents. Execution and delivery by the County of the Lease Documents are hereby approved in all respects, all as required by VRA. The County Representative, and such officer or officers of the County as any of them may designate, are each hereby authorized and directed to execute and deliver such documents on behalf of the County, with such changes as any one or more of them shall approve, as may be requested by VRA or advised by the County Attorney or Bond Counsel to the County.

4. Details of the Financing Lease. The Rental Payments set forth in the Financing Lease shall be composed of principal and interest components reflecting **an original aggregate principal amount thereunder not to exceed \$14,200,000.**

The Board of Supervisors hereby authorizes the execution and delivery of the Financing Lease on terms as shall be determined by VRA, subject to the VRA Purchase Price Objective and market conditions described in the Recitals hereto; *provided however*, (i) the transactions contemplated by the County's prepayment of Basic Rent under the Courthouse Lease and the correlating refunding of a portion of the 2006 County IDA Bond as described in this Authorizing Resolution shall produce a net present value debt service savings of at least **3.0%** (the "Targeted Savings"); (ii) the maximum principal amount of the Financing Lease shall not exceed the amount of **\$14,200,000**; and (iii) the termination date of the Financing Lease shall not be later than the December 31, 2036. The actions of the County Representative in determining the final terms of the Rental Payments shall be conclusive, and no further action shall be necessary on the part of the Board.

5. Details Regarding Form of Lease Documents. The Lease Documents shall be in substantially the forms on file with the County Administrator, which are hereby approved with such completions, omissions, insertions and changes as may be approved by the County Representative, with the execution and delivery of the Lease Documents by the County Representative constituting conclusive evidence of the approval of any such completions, omissions, insertions, and changes.

6. Execution of Lease Documents. The County Representative is authorized and directed to execute and deliver the Lease Documents, and the Clerk of the Board (or any Deputy Clerk) shall affix the seal of the County thereto.

7. Authorization as to Additional Documentation. The County Representative, the County Treasurer, the Director of Fiscal Services, and such other officers, employees and agents of the County as may be requested, are each hereby authorized and directed to take all proper steps to have the Lease Documents prepared and executed in accordance with their respective terms, and as may be advised by County Attorney or Bond Counsel to the County, to deliver the same upon payment therefor, and to execute and deliver (or cause the delivery of) all such additional instruments, notices (including but not limited to any notice requirements contemplated under the Courthouse Lease or otherwise with respect to the 2006 County IDA Bond), agreements, documents, reports, questionnaires, and certificates, including but not limited to the Tax Compliance Agreement regarding federal tax compliance requirements for the proceeds thereof, all as may be requested by the County Attorney or Bond Counsel to the County, or as otherwise required by VRA, in furtherance of the purposes as set forth herein. All such further actions consistent within the terms and provisions of this Authorizing Resolution shall be conclusively deemed as having been accepted and approved as authorized by this Authorizing Resolution without any further acts or approvals.

8. Redemption, Prepayment or Refunding. The County may defease, redeem, prepay or refund the Rental Payments under the Financing Lease only in accordance with the Financing Lease or other requirements of VRA.

9. Essentiality of Courthouse Project. The Board affirms and declares that the Courthouse Project and the transactions contemplated thereby constitute essential capital projects for local governmental purposes, and the County anticipates that the Courthouse Project will continue to be essential to the operation of the

County during and beyond the term of the Financing Lease.

Accordingly, the County hereby undertakes a non-binding obligation to appropriate such amounts as may be requested from time to time as described herein, to the fullest degree and in such manner as is consistent with the Constitution and laws of the Commonwealth of Virginia. The Board, while recognizing that it is not empowered to make any binding commitment to make such appropriations in future fiscal years, hereby states its intent to make such appropriations in future fiscal years, and hereby recommends that future Boards do likewise. Nothing herein contained is or shall be deemed to be a lending of the credit of the County to VRA or to any other person, and nothing herein contained is or shall be deemed to be a pledge of the faith and credit for the taxing power of the County, nor shall anything herein contained legally bind or obligate the Board to appropriate funds for the purposes described herein.

10. Nature of Obligations with respect to Rental Payments; "Moral Obligation" Support Pledge by County. The Financing Lease shall be a lease rental obligation of the County for the pledge and payment by the County of Rental Payments to VRA for the principal of, premium, if any, and interest on the corresponding 2013A VRA Bonds, subject to the terms hereof and of the Financing Lease.

Nothing in this Authorizing Resolution, the Lease Documents, or any other documentation in connection therewith, shall constitute a general obligation debt of the County within the meaning of the Virginia Constitution or Virginia statutory law. Further, it is to be expressly understood that the obligations of the County, as set forth therein, shall not include any binding commitment to pay Rental Payments or any other monies beyond the current fiscal year of the County, as provided by law. The County's obligations to pay the cost and expense of performing its obligations under the Lease Documents, including any documentation in connection therewith, and further including without limitation its obligation to pay all Rental Payments (as described in the Financing Lease) and any other payments thereunder, under all circumstances, are subject to and dependent upon appropriations being made therefor from time to time by the Board for such purposes. Nothing in this Authorizing Resolution or the Lease Documents shall constitute a pledge of the full faith and credit of the County or the taxing power of the County or otherwise compel the Board to make any such appropriation(s).

To this end, the Board hereby directs the County Administrator or other appropriate officer to include in the budget for each fiscal year of the County during the term of the Financing Lease a request that the Board appropriate each fiscal year, while the Financing Lease shall remain outstanding, the amount of such Rental Payments and any other payments due from the County under the Financing Lease or other documentation in connection therewith during such ensuing fiscal year. Accordingly, no later than March 15 of each year, the County Administrator shall notify the Board of the amount reasonably expected to be needed to pay Rental Payments (as defined in the Financing Lease), as and when due during the County's fiscal year beginning the following July 1. The County Administrator shall include such aggregate amount in his budget submitted to the Board for the following fiscal year as an amount to be appropriated in connection with the Lease Documents, commencing in fiscal year 2014. The County Administrator shall deliver to VRA within ten (10) days after the adoption of the County's budget for each fiscal year, but no later than July 15 of each year, a certificate stating whether the Board has appropriated an amount equal to the Rental Payments and any other payments as may be due under the Financing Lease or other documentation in connection therewith.

It is to be understood that, if at any time during the term of the Lease Documents a deficiency in such Rental Payments (including any other obligations under the Financing Lease for the payment of money by the County) shall arise, the County Administrator shall notify the Board of the amount of such insufficiency and shall request a supplemental appropriation in the amount necessary to make such payment(s). The Board shall consider such request for a supplemental appropriation sufficient to cover the deficit at its next regularly scheduled meeting at which it is possible to satisfy any applicable notification requirement but in any event within 45 days. Promptly after such meeting, the County Administrator shall notify VRA as to whether the amount so requested was appropriated. If the Board shall fail to make sure appropriation, the County

Administrator shall add the amount of such requested appropriation to the report by the County Administrator for the County's next fiscal year.

11. Court Facilities. The Board hereby acknowledges and agrees that, pursuant to Virginia law, the County must provide courthouse facilities, and further, that the transactions contemplated under the Lease Documents and this Authorizing Resolution shall enable the County to obtain significant debt service savings with respect to its obligations under the Courthouse Lease and otherwise with respect to the Courthouse Project.

12. Payment of Rental Payments under the Financing Lease and Related Amounts. The County agrees to pay all amounts required by the Financing Lease, including the Rental Payments and the "supplemental interest" and "late charges," all as provided therein and as required by VRA in connection with the Prime Lease and the Financing Lease. Reference is hereby made to such provisions of the Financing Lease for the details of the requirements therefor.

13. Registration, Transfer and Exchange. The Board hereby appoints the County Treasurer as its registrar and transfer agent to keep books for the registration and transfer of the Financing Lease and to make such registrations and transfers on such books under such reasonable regulations and procedures as the County may prescribe. No charge shall be made for any such exchange or transfer, but the County Treasurer may require payment of a sum sufficient to cover any tax or any other governmental charge that may be imposed in relation thereto.

14. Disclosure Documents. The County authorizes and consents to the inclusion of information with respect to the County to be contained in VRA's Preliminary Official Statement and VRA's Official Statement in final form, both prepared in connection with the sale of the 2013A VRA Bonds, a portion of the proceeds of which will be used to fund the Financing Lease as requested by the County. If appropriate, such disclosure documents shall be distributed in such manner and at such times as any of them shall determine. The County authorizes and consents to the inclusion of information with respect to the County to be contained in any of VRA's public disclosure documentation, as may be advisable or required. The County Administrator is authorized and directed to take whatever actions are necessary and/or appropriate to ensure compliance by VRA and the County, if any, with Securities and Exchange Commission Rule 15c2-12, all as may be required by VRA in connection with the issuance of the 2013A VRA Bonds and its execution and delivery of the Financing Lease and any continuing disclosure requirements thereafter, all as set forth in the Financing Lease and any other documentation in connection therewith.

15. Tax Documents. The County Representative, and such officer or officers of the County as any County Representative may designate, are each hereby authorized and directed to execute the Tax Compliance Agreement and any related documentation as required by VRA and its counsel, and further, as advised by the County Attorney and Bond Counsel to the County, setting forth the expected use and investment of the proceeds of the Financing Lease and containing all such covenants as may be necessary in order for the 2013A VRA Bonds to show and maintain compliance with the provisions of the Internal Revenue Code of 1986, as amended (the "IRC"), including the provisions of Section 148 of the IRC and applicable regulations relating to "arbitrage bonds". To such end, the Board hereby covenants and agrees on behalf of the County that (i) the proceeds from the Financing Lease will be expended and invested as set forth in the Tax Compliance Agreement and that the County shall comply with the covenants and representations contained therein, and (ii) the County shall comply with the provisions of the IRC so that interest on the 2013A VRA Bonds will remain excludible from gross income for Federal income tax purposes, in accordance with law.

16. State Non-Arbitrage Program. The Board hereby determines that it is in the best interest of the County to authorize and direct the County Treasurer to participate in the State Non-Arbitrage Program ("Virginia SNAP") in connection with the investment of the proceeds of the Financing Lease, and as may be required otherwise by VRA. The Board acknowledges that the Treasury Board of the Commonwealth of Virginia is not, and shall not be, in any way liable to the County in connection with SNAP, except as otherwise

provided in the contract creating the investment program pool.

17. Filing of Authorizing Resolution; Execution and Recordation of Lease Documents. If deemed desirable or otherwise requested by VRA, the appropriate officers or agents of the County are each hereby authorized to cause a certified copy of this Authorizing Resolution to be filed with the Circuit Court of the County in order for the authorization under this Authorizing Resolution with respect to the payment obligations of the County (under the Financing Lease and otherwise) to be recorded among the public records of the Clerk's Office of the Circuit Court. The County Representative is authorized and directed to execute the Lease Documents and deliver them to the other parties thereto, and further, to cause the Lease Documents to be recorded in the Clerk's Office of the Circuit Court of the County.

18. Further Actions; Authorized Representatives. The County Representative, the County Treasurer, and all officers, employees and agents of the County as may be designated, are each hereby authorized and directed to take all such further action as they or any one or more of them may consider necessary or desirable in connection with the Lease Documents (including any transactions contemplated thereby) and the execution and delivery of any and all additional closing documents, or reports, questionnaires, certificates, notices, and any other instruments, all as may be required by VRA or requested by the County Attorney or Bond Counsel to the County. All such actions previously taken in connection herewith are hereby ratified and confirmed, and all such further actions as may be considered necessary or desirable in connection with the execution and delivery of the Lease Documents. The persons named herein as the County Representative shall also be designated as the County's Authorized Representatives for purposes of the Financing Lease.

19. Repeal of Conflicting Resolutions. All resolutions or parts of resolutions in conflict herewith, if any, are hereby repealed.

20. Effective Date. This Authorizing Resolution shall take effect immediately.

Approved: March 25, 2013

Chairman, Board of Supervisors of
County of Rockbridge, Virginia

CERTIFICATE OF VOTES

The undersigned Clerk of the Board of Supervisors of the County of Rockbridge, Virginia, hereby certifies that the foregoing constitutes a true and correct copy of the foregoing Authorizing Resolution adopted by the Board at a duly called regular meeting on the date hereof, and that the record of the roll-call vote is as follows:

NAME	AYE	NAY	ABSTAIN	ABSENT
John M. Higgins Buffalo District	X			
Russell S. Ford Kerrs Creek District	X			
David W. Hinty, Jr. Natural Bridge District				X
Ronnie R. Campbell South River District	X			
Albert W. Lewis, Jr. Walkers Creek District	X			

Date: March 25, 2013

[SEAL]

Clerk, Board of Supervisors
County of Rockbridge, Virginia

Central Dispatch Agreement

Chairman Campbell introduced the agenda item. He noted that on Saturday, March 23, 2013, he and Supervisor Higgins had met with the Mayor of Buena Vista, Frankie Hogan, and Councilman, Lewis Plogger to discuss the agreement, which had been tabled at Buena Vista Council's meeting of the previous Thursday. He indicated that, during the meeting, the group agreed to a slight revision to section 3b of the agreement. He noted that Buena Vista City Council would consider the revised agreement at their April meeting.

Mr. Suter confirmed that he had presented this agreement to the Lexington City Manager Jon Ellestad, who had responded that he saw no reason why the Lexington City Council would not approve the changes. The Lexington City Council is scheduled to consider the revised agreement on April 4th.

Mr. Suter then explained several other minor changes to effective dates, which are necessary due to the delay in projected adoption of the agreement. In addition, he called attention to a change in Section 2g, which is intended to protect incumbent dispatcher positions at the time when the dispatch center is relocated.

He noted that all three localities will need to adopt the agreement by ordinance. He suggested that, although such is not required, it is good practice to conduct a public hearing prior to adopting an ordinance.

Supervisor Ford noted that he was glad to see this happening and thanked Sheriff Blalock for his ongoing involvement in the proposed agreement, as well as the Board's subcommittee for their work on seeing the project through to a satisfactory conclusion.

Supervisor Higgins moved to authorize staff to publish the proposed ordinance for Board consideration following a public hearing on April 8th. The motion was seconded by Supervisor Ford and was approved by the following roll call vote:

AYES:	Higgins, Ford, Lewis, Campbell
NAYES:	None
ABSENT:	Hinty

Consideration of RANA Request for Additional Operational Startup Loan

Mr. Suter explained that at the Board's March 11th meeting, Dr. Hunt Riegel had presented a report which described the progress of the Rockbridge Area Network Authority broadband project. He noted that, at the conclusion of the report, Dr. Riegel had presented a request from RANA for an additional \$66,000 in startup funds from Rockbridge County, to be used a "bridge" loan. Added to the previously approved \$52,000, this would make for a total of \$118,000; the full amount would be expected to be repaid as RANA begins to turn a profit. He explained that the payback terms would be covered in a network usage agreement between the County and RANA, which will be presented to the Board in April.

Supervisor Higgins asked if W&L University had been approached with a similar request for funding. Dr. Riegel replied that only the Cities and County had been asked for funding.

Supervisor Ford asked if we are sure if we can get the entire project completed during the grant period.

Mr. Suter indicated that BTOP [the Federal office handling the grant] has agreed to an expedited review of the currently requested business drop listing. He noted that there is the potential that the County would need to request a time extension for project completion, but that all federal funding for the project would need to be expended by September 30, 2013.

Chairman Campbell then asked if there was a business plan which showed a breakdown of projected use of the funding. Mr. Suter explained that the 3 year breakdown was included in RANA's detailed business plan; he clarified that the detailed plan was not in the Board's package, but rather that the Board had been provided a summary overview. He noted that

he could provide the Board with details if requested. He added that the City of Lexington had approved their portion of the additional loan, contingent on upon approval by Rockbridge County and the City of Buena Vista. Chairman Campbell noted that the County is not in a good position here, but that we need to ensure that RANA is successful.

Supervisor Ford noted that the County has had some good business startups over the past few years and that the RANA project could lead the way for more in the future. He made a motion to approve the additional loan in the amount of \$66,000, with the same payback arrangement as had been previously agreed. Supervisor Lewis seconded the motion after noting that his frustration is enormous on behalf of his constituents, and that he understood Mr. Higgins' frustration as well.

The motion was approved by the following roll call vote:

AYES: Lewis, Ford, Campbell
NAYES: Higgins
ABSENT: Hinty

Public Hearings

Subdivision Approval - Cosner Construction - 8 Lot Townhomes in R-2

Mr. Crickenberger introduced the subdivision request by Cosner Construction for 8 townhomes in the R-2 district. He advised that the Planning Commission has recommended approval of this Application.

Supervisor Lewis moved to approve the subdivision request, seconded by Supervisor Ford, and approved by the following roll call vote:

AYES: Lewis, Ford, Higgins, Campbell
NAYES: None
ABSENT: Hinty

Farmers' Market Application Approval-Virginia Gold Orchard

Mr. Crickenberger introduced the seasonal Farmers' Market application by Mr. Paul Estabrook of Virginia Gold Orchard. He recommended approval of this Application.

A question was posed to Mr. Crickenberger as to whether he had heard comments from neighbors, to which he replied that he had not on this issue.

Supervisor Higgins noted that he had visited some of the neighbors and that the consensus was that the change of landscape was the problem, not the proposed farmers' market.

Supervisor Higgins moved to approve the Farmers' Market Application, seconded by Supervisor Lewis. During discussion, Mr. Ford received assurances that this market would sell only local produce from local farms. The motion was approved by the following roll call vote:

AYES: Higgins, Lewis, Ford, Campbell
NAYES: None
ABSENT: Hinty

Event Application Approval - Boxerwood Education Association

Mr. Crickenberger introduced the event application requested by Joe DiNardo. Mr. DiNardo stated that the "Boxerwoodstock" event is a major fundraiser for Boxerwood and that he also had several smaller events planned which would include 20-50 people. Mr. Crickenberger recommended approval of this Application.

Supervisor Higgins moved to approve the event application, seconded by Supervisor Lewis, and the motion was approved by the following roll call vote:

AYES: Higgins, Lewis, Ford, Campbell

NAYES: None

ABSENT: Hinty

Resolution Approving Submission of Community Improvement Grant

Mr. Crickenberger presented the resolution approving his submission of application for the Greenhouse Village community improvement grant.

With there being no discussion, Supervisor Ford moved to approve the resolution, seconded by Supervisor Lewis, and the motion was approved by the following roll call vote:

AYES: Ford, Lewis, Higgins, Campbell

NAYES: None

ABSENT: Hinty

AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF ROCKBRIDGE COUNTY, VIRGINIA, HELD AT THE ROCKBRIDGE COUNTY ADMINISTRATIVE OFFICES ON MONDAY, MARCH 25, 2013

RESOLUTION

WHEREAS, the County of Rockbridge wishes to apply to the Virginia Department of Housing and Community Development for Community Improvement Grant funds for the Greenhouse Village Housing Production Project; and

WHEREAS, the estimated total project cost is \$1,728,775.90, with \$288,935.90 of this being Virginia Community Development Block Grant funds; \$1,158,400 related to home construction and \$60,000 related to down payment assistance which are not included in the grant fund request.

WHEREAS, it is estimated that eight families will benefit from the implementation of this project, of which 100% are estimated to be low and moderate income persons; and

WHEREAS, the County of Rockbridge has fulfilled the citizen participation requirements by holding two public hearings, organizing a project management committee and holding public meetings concerning the proposed project within the Greenhouse Village neighborhood;

NOW, THEREFORE, BE IT RESOLVED that the County of Rockbridge, Virginia, hereby endorses and supports this project, and authorizes the County Administrator to sign and submit the required grant documents to the Virginia Department of Housing and Community Development.

Adopted this 25th day of March, 2013.

Recorded Vote:

AYES: Ford, Lewis, Higgins, Campbell

NAYES: None

ABSENT: Hinty

Appointments

Tourism Corridor Overlay Board

Supervisor Higgins moved to appoint Mr. John Houser to serve on the Tourism Corridor Overlay Board. A second was provided by Supervisor Lewis, and the motion was approved by the following roll call vote:

AYES: Higgins, Lewis, Ford, Campbell

NAYES: None

ABSENT: Hinty

Economic Development Authority

Supervisor Lewis moved to re-appoint Mr. Gene Tilles of the South River Magisterial District, and Mr. John Whitesell of the Walkers Creek Magisterial District, to serve on the Economic Development Authority Board. A second was provided by Supervisor Higgins, and the motion was approved by the following roll call vote:

AYES: Lewis, Higgins, Ford, Campbell

NAYES: None

ABSENT: Hinty

Board Comments

Chairman Campbell noted that he and Supervisor Ford have been travelling to nearby counties to see how they have managed the introduction of paid professional fire and rescue operations. The Board consensus was to request the Fire and Rescue Commission to continue and/or

reinstate studies on this issue, with Chairman Campbell noting that input from providers was important. Among items recommended for study and comment by the Commission were: identifying future fire/rescue needs and problems; suggesting a model for system-wide accountability; outlining logistics of implementation of a paid personnel cadre; and estimating costs and equitable funding for such a program. At the request of Supervisor Higgins, the Board also concurred that Supervisors Ford and Campbell should continue their committee work on fire and rescue operations.

Adjourn

The meeting was adjourned after unanimous vote by the Board.