

**EXHIBIT A**

**REGISTERED  
No. R-1**

**REGISTERED  
\$4,280,000**

**UNITED STATES OF AMERICA  
COMMONWEALTH OF VIRGINIA  
COUNTY OF JAMES CITY**

**General Obligation Public Improvement Refunding Bond, Series 2002**

<b><u>INTEREST RATE</u></b>	<b><u>MATURITY DATE</u></b>	<b><u>DATED DATE</u></b>	<b><u>CUSIP</u></b>
<b>3.75%</b>	<b>December 15, 2014</b>	<b>November 20, 2002</b>	<b>None</b>

**REGISTERED OWNER: SUNTRUST BANK**

**PRINCIPAL AMOUNT: FOUR MILLION TWO HUNDRED EIGHTY THOUSAND DOLLARS**

The County of James City, Virginia (the ACounty@), for value received, promises to pay, to the Registered Owner stated above, or registered assigns or legal representative, the Principal Amount stated above. Interest on the unpaid principal balance of this Bond shall accrue at the Interest Rate per year stated above. Principal and interest on this Bond are payable as follows:

Accrued interest on this Bond shall be payable on each June 15 and December 15, commencing December 15, 2002. Interest shall be calculated on the basis of a year of 360 days with twelve 30-day months.

This Bond shall mature on the Maturity Date stated above. Principal installments of this Bond shall be payable on December 15 in the years and the principal amounts set forth below:

<u>December 15</u>	<u>Principal Amount Payable</u>	<u>December 15</u>	<u>Principal Amount</u>
<u>Payable</u>			
2002	\$ 80,000	2009	\$514,000
2003	46,000	2010	506,000
2004	48,000	2011	497,000
2005	50,000	2012	488,000
2006	52,000	2013	479,000
2007	529,000	2014	469,000
2008	522,000		

This Bond is subject to prepayment at the option of the County in whole or in part at any

time or from time to time on or after December 15, 2008 at a prepayment price of 100% of the principal amount to be prepaid plus accrued interest to the prepayment date. The County shall cause notice of each prepayment to be sent to the Registered Owner by facsimile transmission, registered or certified mail, or overnight express delivery, not less than thirty (30) nor more than sixty (60) days prior to the prepayment date. Any such prepayment shall be applied to the principal installments due on this Bond in inverse chronological order.

If not earlier paid, the aggregate principal amount outstanding under this Bond, together with all accrued and unpaid interest hereon, shall be due and payable on December 15, 2014.

Principal and interest are payable in lawful money of the United States of America. The County Administrator has been named as the registrar for this Bond (the ARegistrar@).

Principal and interest shall be payable by check or draft mailed to the Registered Owner, determined as of the close of business on the day preceding the principal or interest payment date, at its address as it appears on the registration books kept for that purpose at the designated office of the Registrar.

A ABusiness Day@ is any day other than a Saturday, Sunday, legal holiday or other date on which banking institutions are authorized or obligated by law to close in the Commonwealth of Virginia. In case any principal or interest payment date is not a Business Day, then payment of principal and interest need not be made on such date, but may be made on the next succeeding Business Day, and if made on such next succeeding Business Day no additional interest shall accrue for the period after such principal or interest payment date.

This Bond is issued pursuant to the Constitution and statutes of the Commonwealth of Virginia, including the Public Finance Act of 1991, as amended. The issuance of this Bond was authorized by a resolution adopted by the Board of Supervisors of the County (the ABoard@) on November 12, 2002 (the AResolution@). The County shall use the proceeds of this Bond to refund the County's General Obligation Public Improvement Bonds, Series of 1994, maturing on and after December 15, 2007 (the A1994 Refunded Bonds@) and to pay the costs incurred in connection with issuing this Bond. The County has irrevocably elected to optionally redeem the 1994 Refunded Bonds on December 15, 2004.

The full faith and credit of the County are irrevocably pledged for the payment of the principal of and interest on this Bond. The County has designated this Bond as a Aqualified tax-exempt obligation@ within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

All acts, conditions, and things required by the Constitution and statutes 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, and the issuance of this Bond, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and statutes of the Commonwealth of Virginia.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

**IN WITNESS WHEREOF**, the Board of Supervisors of the County of James City, Virginia, has caused this Bond to be issued in the name of the County of James City, 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 Deputy Clerk and this Bond to be dated November 20, 2002.

(SEAL)

ATTEST:

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Clerk, Board of Supervisors  
of the County of James City, Virginia

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Chairman, Board of Supervisors  
of the County of James City, Virginia

**ASSIGNMENT**

FOR VALUE RECEIVED the undersigned sell(s), assign(s), and transfer(s) unto

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(Please print or type name and address, including postal zip code, of Transferee)

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF TRANSFEREE:

the within bond and all rights thereunder, hereby irrevocably constituting and appointing \_\_\_\_\_ Attorney, to transfer said bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

Signature Guaranteed

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NOTICE: Signature(s) must be guaranteed by an institution which is a participant in the Securities Transfer Agent's Medallion Program (ASTAMP®) or similar program.

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(Signature of Registered Owner)

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 enlargement or any change whatsoever.



**CERTIFICATE OF THE CLERK OF THE  
BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA**

The undersigned Clerk of the Board of Supervisors of the County of James City, Virginia, certifies that:

1. A regular meeting of the Board of Supervisors of the County of James City, Virginia, was held on November 12, 2002, at the time and place established by the Board for such meetings, at which the following members were present and absent:

**PRESENT/ABSENT:**

James G. Kennedy	____/____
Jay T. Harrison, Sr.	____/____
Bruce C. Goodson	____/____
John J. McGlennon	____/____
Michael J. Brown	____/____

2. A resolution entitled "Resolution Authorizing the Issuance and Sale of \$4,280,000 General Obligation Public Improvement Refunding Bond, Series 2002, of the County of James City, Virginia, and Providing for the Form, Details and Payment Thereof" was adopted by a majority of all members of the Board by a roll call vote, the ayes and nays being recorded in the minutes of the meeting as shown below:

<b>MEMBER</b>	<b>VOTE</b>
James G. Kennedy	
Jay T. Harrison, Sr.	
Bruce C. Goodson	
John J. McGlennon	
Michael J. Brown	

3. Attached hereto is a true and correct copy of the foregoing resolution as adopted on November 12, 2002. This resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on the date hereof.

WITNESS my signature and the seal of the Board of Supervisors of the County of James City, Virginia, this \_\_\_\_ day of November, 2002.

\_\_\_\_\_  
Clerk, Board of Supervisors  
of the County of James City, Virginia

(SEAL)