

RESOLUTION

REVENUE BOND FINANCING FOR THE

ASSOCIATION FOR THE PRESERVATION OF VIRGINIA ANTIQUITIES

WHEREAS, the Industrial Development Authority of the County of James City, Virginia (the "Authority"), has considered the application of the Association for the Preservation of Virginia Antiquities (the "APVA"), requesting the issuance of the Authority's revenue bonds in a principal amount not to exceed \$6,000,000 (the "Bonds"). The proceeds of the Bonds will be used to assist the APVA in financing or refinancing: 1) the construction, equipping, and development of a 7,500-square-foot building to be called the "Archaearium"; 2) the renovation, equipping, and development of an existing building known as the "Dale House"; 3) the acquisition, construction, and equipping of mobile units for exhibit space and other improvements at Historic Jamestowne (together, the Archaearium, the Dale House, the mobile units, and the other improvements are the "Project"); and 4) the costs of issuing the Bonds. The Archaearium will exhibit a portion of the APVA's archeological collections, as well as certain historical exhibits that will demonstrate the life of the early settlers at the original Jamestown Settlement. The Dale House will be used for visitor support services, including food services and retail space. The Project will be located on the 22.5 acres of land owned by the APVA in the southwest portion of Jamestown Island, which is at the western end of the Colonial Parkway in the County of James City, Virginia (the "County"). The balance of the land on Jamestown Island is owned by the National Park Service. Visitors to the National Park Service property may cross onto the land owned by the APVA and may also visit APVA facilities, including the Archaearium, the Dale House, the mobile units, and participate in APVA activities. The Project will be owned by the APVA and will be used by the APVA in furtherance of its mission to preserve, interpret, and promote property relating to the history and people of Virginia; and

WHEREAS, the APVA is a nonprofit Virginia nonstock corporation that is exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). It has its principal place of business at 204 West Franklin Street, Richmond, Virginia 23220; and

WHEREAS, Section 147(f) of the Code and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code") provide that the highest-elected governmental unit of the locality having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of private activity bonds is located must approve the issuance of the bonds. The Bonds will be issued by the Authority on behalf of the County and the Project will be located in the County. The Board of Supervisors of the County of James City, Virginia (the "Board") constitutes the highest-elected governmental unit of the County; and

WHEREAS, The Authority adopted an inducement resolution on June 15, 2004, (the "Inducement Resolution"), immediately following a Public Hearing held by the Authority on such date. In the Inducement Resolution, the Authority approved the issuance of the Bonds and the acquisition, construction, renovation, equipping, development, and financing or refinancing of the Project and recommended and requested that the Board approve of the issuance of the Bonds and the acquisition, construction, renovation, equipping, development, and financing or refinancing of the Project. A copy of the Inducement Resolution, a reasonably detailed summary of the comments expressed at the Authority's Public Hearing, and the APVA's Fiscal Impact Statement have been filed with the Board.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County, Virginia, that:

1. The recitals made in the first and second paragraphs of this resolution are hereby adopted as a part of this resolution. The Board accepts the documents submitted to it by the Authority.
2. The Board approves the issuance of the Bonds by the Authority in a principal amount not to exceed \$6,000,000 and approves the acquisition, construction, renovation, equipping, development, and financing or refinancing of the Project. The Bonds may be issued in one or more series and from time to time. These approvals are given for the benefit of the APVA, as required by Section 147(f) of the Code and Section 15.2-4906 of the Virginia Code, and to permit the Authority to assist in the financing or refinancing of the Project.
3. The approval of the issuance of the Bonds and the acquisition, construction, renovation, equipping, development, and financing or refinancing of the Project does not constitute an endorsement to a prospective purchaser of the Bonds of the creditworthiness of the Project or the APVA. Further, as required by Section 15.2-4909 of the Virginia Code, the Bonds shall provide that neither the Authority nor the County shall be obligated to pay the Bonds or the interest thereon or other costs incident thereto except from the revenues and moneys pledged therefor, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia nor any political subdivision thereof, including the Authority and the County, shall be pledged thereto.
4. Pursuant to the limitation contained in Temporary Treasury Regulation Section 5f.103-2(f)(1), this resolution shall remain in effect for a period of one year from the date of its adoption.
5. The County, including its elected representatives, officers, employees, and agents, shall not be liable and hereby disclaims all liability for any damage to the APVA or the Project, direct or consequential, resulting from the Authority's failure to issue the Bonds for any reason.
6. This resolution shall take effect immediately upon its adoption.

Bruce C. Goodson
Chairman, Board of Supervisors

ATTEST:

Sanford B. Wanner
Clerk to the Board

Adopted by the Board of Supervisors of James City County, Virginia, this 22nd day of
June, 2004.

APVAjtown.res

CERTIFICATION

The undersigned Clerk of the Board of Supervisors of James City County, Virginia, hereby certifies that the foregoing constitutes a true, correct, and complete copy of a Resolution duly adopted by the Board of Supervisors of James City County, Virginia, at a meeting duly called and held on the 22nd day of June, 2004, and during which a quorum was present and acting throughout, by the vote set forth below, and that such Resolution has not been repealed, revoked, rescinded, or amended:

| <u>Board Member</u> | <u>Present/Absent</u> | <u>Vote</u> |
|----------------------|-----------------------|-------------|
| M. Anderson Bradshaw | _____ | _____ |
| Michael J. Brown | _____ | _____ |
| Bruce C. Goodson | _____ | _____ |
| Jay T. Harrison, Sr. | _____ | _____ |
| John J. McGlennon | _____ | _____ |

WITNESS, my hand and the seal of the Board of Supervisors of James City County, Virginia, this _____ day of _____, 2004.

Clerk, Board of Supervisors
James City County, Virginia

(SEAL)