

## RESOLUTION

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING  
DISCLOSURE AGREEMENT IN CONNECTION WITH THE ISSUANCE BY THE VIRGINIA  
PUBLIC SCHOOL AUTHORITY OF ITS SCHOOL FINANCING BONDS (1997 RESOLUTION)  
REFUNDING SERIES 2003 D, A PORTION OF THE PROCEEDS OF WHICH REFUNDED THE  
JAMES CITY COUNTY GENERAL OBLIGATION SCHOOL BONDS, REFUNDING SERIES  
1994 A; AND AUTHORIZING ANY OTHER ACTIONS NECESSARY TO ACHIEVE THE  
OBJECTIVES CONTEMPLATED HEREBY

- WHEREAS, the Virginia Public School Authority (the “Authority”) pursuant to (i) a bond resolution adopted on May 21, 1963, as amended (the “1963 Resolution”); (ii) a bond resolution adopted on August 13, 1987, as amended and supplemented (the “1987 Resolution”); and (iii) a bond resolution adopted on October 23, 1997, as amended, restated and supplemented (the “1997 Resolution”) issued bonds (respectively, the “1963 Resolution Bonds”, the “1987 Resolution Bonds” and the “1997 Resolution Bonds”) for the purpose of purchasing general obligation school bonds of certain cities and counties within the Commonwealth of Virginia; and
- WHEREAS, the Authority used a portion of the proceeds of certain 1963 Resolution Bonds and certain 1987 Resolution Bonds to purchase certain duly authorized and issued general obligation school bonds of the James City County, Virginia (the “County”) designated the James City County School Bonds, Series of 1987A, Series of 1988, Series 1990A, Series 1990B and 1991 Series B and the James City County General Obligation School Bond, Series 1992 Series A (“Prior Local School Bonds”); and
- WHEREAS, the Authority has issued under the 1987 Resolution two series of 1987 Resolution Bonds designated as “School Financing Bonds (1987 Resolution) 1991 Refunding Series C (the “Series 1991 C Bonds”) and “School Financing Bonds (1987 Resolution) 1993 Refunding Series B” (the “Series 1993 B Bonds”); and
- WHEREAS, the Authority refunded certain 1963 Resolution Bonds and certain 1987 Resolution Bonds with a portion of the proceeds of its Series 1991 C Bonds and Series 1993 B Bonds and, in connection therewith, the County exchanged its Prior Local School Bonds with a duly authorized and issued general obligation school bond designated the James City County General Obligation School Bond, Refunding Series 1994 A (the “Local School Bonds”); and
- WHEREAS, the Authority refunded its Series 1991 C Bonds and Series 1993 B Bonds (“Refunded Bonds”) with a portion of the proceeds of its Virginia Public School Authority School Financing Bonds (1997 Resolution) Refunding Series 2003 D (the “Refunding Bonds”) issued pursuant to the 1997 Resolution; and

WHEREAS, the Authority in refunding the Refunded Bonds has pledged the Local School Bonds for the benefit of the holders of bonds issued under its 1997 Resolution; and

WHEREAS, the Authority is required to assist the underwriters (the "Underwriters") of the Refunding Bonds with their duty to comply with Securities and Exchange Commission ("SEC") Rule 15c2-12 (the "Rule"); and

WHEREAS, the Authority has requested the County to execute a Continuing Disclosure Agreement in order for the Authority to assist the Underwriters in complying with the Rule, and;

WHEREAS, the Board of Supervisors of the County of James City County, Virginia, considers it to be advisable for the County to fulfill the request of the Authority to execute a Continuing Disclosure Agreement.

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

1. Continuing Disclosure Agreement.

The Chairman of the Board of Supervisors, the County Administrator, and such officer or officers as they may designate, are hereby authorized to enter into a Continuing Disclosure Agreement substantially in the form attached as Appendix A hereto, containing such covenants as may be necessary in order for compliance with the provisions of the Rule, and any other documents the Authority deems necessary to comply with the SEC rules and any Internal Revenue Service rules and regulations regarding maintaining the tax-exempt status of the bonds.

2. Use of Proceeds Certificate.

The Chairman of the Board of Supervisors, the County Administrator, and such officer or officers as they may designate, are hereby authorized to enter into a Use of Proceeds Certificate substantially in the form attached as Appendix B hereto, containing such covenants as may be necessary in order for compliance with any Internal Revenue Service rules and regulations regarding maintaining the tax-exempt status of the bonds.

3. Further Actions.

The members of the Board and all officers, employees, and agents of the County are hereby authorized to take such action as they, or any one of them, may consider necessary or desirable in connection with the execution and delivery of the Continuing Disclosure Agreement and the Use of Proceeds Certificate and maintaining the tax-exempt status of the bonds, and any such action previously taken is hereby ratified and confirmed.

4. Effective Date.

This resolution shall take effect immediately.

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John J. McGlennon  
Vice Chairman, Board of Supervisors

ATTEST:

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Sanford B. Wanner  
Clerk to the Board

Adopted by the Board of Supervisors of James City County, Virginia, this 8th day of August, 2006.

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**CERTIFICATE**

The undersigned Clerk of the Board of Supervisors of James City County, Virginia, hereby certifies that the foregoing constitutes a true and correct extract from the minutes of a meeting of the Board of Supervisors held on \_\_\_\_\_, 2006, and of the whole thereof so far as applicable to the matters referred to in such extract. I hereby further certify that such meeting was duly held and complied with all requirements of law.

A Copy, teste:

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

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