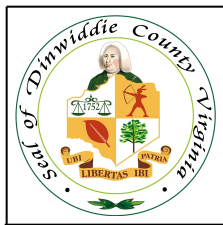


Industrial Development Authority Dinwiddie County, Virginia



September 24, 2018

7:00PM

1. CALL TO ORDER AND ROLL CALL

2. AMENDMENTS TO AGENDA

3. APPROVAL OF MINUTES

- *July 23, 2018 Regular Meeting*
- *August 27, 2018 Special Meeting*

Documents:

[07232018 Meeting Minutes FINAL.pdf](#)

[08272018 Special Meeting Minutes FINAL.pdf](#)

4. CITIZEN COMMENTS

5. CLOSED SESSION

§2.2 - 3711 (A) (5) Business and Industry Development

- *Discussion concerning prospective business or industries or the expansion of existing business or industries where no previous announcements have been made of the business' or industries' interest in locating or expanding in the county: Economic Development prospects update.*

§2.2 - 3711 (A) (8). Consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel:

- *Broadband Project*

§2.2 - 3711 (A) (29). Discussion of the award of a public contract involving the expenditure of public funds, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body:

- *Contracts related to Broadband Project*

6. INDUSTRIAL DEVELOPMENT AUTHORITY BOARD MEMBER COMMENTS

7. OLD/NEW BUSINESS

a. Marketing Expenditures

**8. DEPUTY COUNTY ADMINISTRATOR OF PLANNING AND
COMMUNITY DEVELOPMENT COMMENTS**

9. ADJOURNMENT

VIRGINIA: AT THE REGULAR MEETING OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF DINWIDDIE COUNTY, VIRGINIA, HELD IN THE MEETING ROOM OF THE DINWIDDIE COUNTY AIRPORT BUILDING, 6775 BECK-CHAPPELL DRIVE, NORTH DINWIDDIE, VIRGINIA, ON JULY 23, 2018 AT 7:00 P.M.

PRESENT: WILLIAM A. KISSNER – CHAIRMAN
DAVID W. LYLE – VICE-CHAIRMAN
JAMES VAN LANDINGHAM – SECRETARY-TREASURER
THOMAS HOOKER
MICHELLE OLGERS
ROBERT SPIERS
MAXWELL WATKINS

ADMINISTRATION PRESENT: TAMMIE COLLINS, DEPUTY COUNTY ADMINISTRATOR OF PLANNING AND COMMUNITY DEVELOPMENT
MORGAN INGRAM, ECONOMIC DEVELOPMENT DIRECTOR
TYLER C. SOUTHALL, COUNTY ATTORNEY

OTHERS PRESENT: HEATHER JENNINGS, PARALEGAL TO COUNTY ATTORNEY
CHRIS KULP, HUNTON ANDREWS KURTH, LLP
TED COLE, DAVENPORT & COMPANY

1. CALL TO ORDER AND ROLL CALL

Mr. Kissner called the meeting to order at 7:02 P.M., and Mr. Southall called roll.

2. ADOPTION OF AGENDA

Mr. Kissner asked if there were any needed amendments to the agenda. Mr. Kissner asked if Item 7A, Update on Summer 2018 County Financing, could be moved to after item 5, Citizen Comments. There were no other amendments needed.

Upon motion by Mr. Van LANDINGHAM to adopt the agenda, as amended, a second by Mr. Hooker, and upon the following vote, the agenda was adopted.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van LANDINGHAM, Mr. Hooker, Ms. Olgers, Mr. Spiers, Mr. Watkins

Nays: None

3. APPROVAL OF MINUTES

Mr. Kissner asked the Board to look at the minutes from the March 26th, 2018 regular meeting. He asked if any changes or additions were needed. There were none.

Upon motion by Mr. Spiers, seconded by Mr. Watkins, the minutes for the March 26, 2018 meeting were approved as presented by the following vote.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van LANDINGHAM, Mr. Hooker, Mr. Spiers, Mr. Watkins

Nays: None

Abstain: Ms. Olgers

4. TREASURER'S REPORT

First, Mr. Van Landingham started by giving a brief overview of the Treasurer's report from the meeting that was missed in May.

Mr. Van Landingham started the Treasurer's report, as of July 17, 2018, by saying that the IDA had started with a balance of \$147,047.13 and there were several transactions. This gave the IDA a balance of \$171,622.13. Mr. Van Landingham stated that the Bank of Southside Virginia CD had two interest payments of \$14.12 and \$13.66 each, bringing the balance to \$66,508.17. Mr. Van Landingham went on to state that the Bank of McKenney CD had had a balance to \$101,573.94. Mr. Van Landingham told the Board that he had checked renewal rates for the two CDs. The total IDA funds are \$508,136.72. Mr. Van Landingham noted that the balance in the BSV ALDI project account is \$168,432.48.

Upon motion by Mr. Spiers, seconded by Mr. Watkins, the Treasurer's Report as of July 23, 2018 was adopted as presented.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers, Mr. Watkins

Nays: None

Mr. Southall informed the Board they would need to vote on the Treasurer's Report from May 2018. Mr. Kissner asked if anyone had any comments or questions about the May 2018 Treasurer's Report. None were needed.

Upon motion by Mr. Lyle, seconded by Mr. Hooker, the Treasurer's Report for May 2018 was adopted as presented.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Mr. Spiers, Mr. Watkins

Nays: None

Abstain: Ms. Olgers

5. UPDATE ON SUMMER 2018 COUNTY FINANCING

Mr. Chris Kulp, from Hunton Andrews Kurth and Mr. Ted Cole, from Davenport & Company, handed the Board packets about the 2018 Bank Requests for Proposal Results and Recommendations. They went through it with the Board, discussed the top three best options, and explained the role they wished the IDA to play through this financing the County was undertaking and answered any questions the Board had. They told the Board they would need to meet again after the Board of Supervisors meeting in August and the IDA would vote on it then.

6. CLOSED SESSION

Mr. Kissner asked Mr. Southall to take the Board into closed session. Mr. Southall noted a need to go into closed session under:

§2.2-3711 (A) (5) Business and Industry

- Regarding prospective or expanding business and industry where no previous announcement has been made of the business' or industries' interest in locating or expanding in the county: Economic Development prospects update.

Upon motion of Mr. Lyle, seconded by Mr. Van Landingham, the Board voted to go into Closed Session at 7:46 P.M.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers, Mr. Watkins

Nays: None

At 7:54 P.M., Mr. Southall noted a need for a motion to reconvene into Open Session.

Upon motion of Mr. Lyle, seconded by Mr. Spiers, the board unanimously voted to approve reconvening into Open Session at 7:54 P.M.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers, Mr. Watkins

Nays: None

CERTIFICATION

Mr. Southall read the Certification Resolution and upon motion by Ms. Olgers, seconded by Mr. Watkins, the following Certification Resolution was adopted:

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers, Mr. Watkins

Nays: None

WHEREAS, this Authority convened in a closed meeting under:

§2.2-3711 (A) (5) Business and Industry

- Regarding prospective or expanding business and industry where no previous announcement has been made of the business' or industries' interest in locating or expanding in the county: Economic Development prospects update.

AND WHEREAS, no member has made a statement that there was a departure from the lawful purpose of such closed meeting or that matters other than those identified in the motion were discussed,

NOW BE IT CERTIFIED, that only those matters as were identified in the motion were heard, discussed or considered in the closed meeting.

7. OLD/NEW BUSINESS

A. Discussion re: Broadband

Mr. Southall gave an update on the Broadband project to the Board.

B. Marketing Expenditures

Ms. Collins told the Board that they were in need of two items for marketing purposes. The first was that they needed more of the folders that they used for prospect visits. One thousand of these folders and materials would be \$1500. Also, Staff was requesting the purchase of 150 more of the umbrellas, which is also \$1500.

Upon motion by Van Landingham, seconded by Mr. Lyle, the Board agreed to an amount for new folders and umbrellas for marketing use, with such amount not to exceed \$3100.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers, Mr. Watkins
Nays: None

8. INDUSTRIAL DEVELOPMENT AUTHORITY BOARD MEMBER COMMENTS

Mr. Watkins welcomed Ms. Olgers to the Board.

Mr. Van Landingham had some questions about grants.

Ms. Olgers thanked the Board for her welcome and talked about her background in marketing.

Mr. Kissner had some questions about past projects.

9. DEPUTY COUNTY ADMINISTRATOR OF PLANNING AND COMMUNITY DEVELOPMENT COMMENTS

Ms. Collins talked about the ribbon cutting on the new Public Safety building. She told the Board that the new Administration was supposed to be completed by October 15th and a move in date would be in the first week of January.

Ms. Collins stated that then Virginia Gateway Region had a new Director, Mr. Boswell.

Ms. Collins noted that there was a need to have a special called meeting in August.

Ms. Collins remarked the County was working on developing some architectural and design standards for Route 1 and Route 460.

Ms. Ingram gave an update on the Richlands Diary.

Ms. Collins reminded the Board that the Dinwiddie County Fair would be September 7th through 9th.

10. ADJOURNMENT

Mr. Kissner asked if there was any further business. There was none.

Upon motion by Mr. Watkins, seconded by Mr. Hooker, the meeting was adjourned at 8:48 P.M. by the following vote.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers, Mr. Watkins

Nays: None

VIRGINIA: AT THE SPECIAL MEETING OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF DINWIDDIE COUNTY, VIRGINIA, HELD IN THE MEETING ROOM OF THE DINWIDDIE COUNTY AIRPORT BUILDING, 6775 BECK-CHAPPELL DRIVE, NORTH DINWIDDIE, VIRGINIA, ON AUGUST 27, 2018 AT 6:00 P.M.

PRESENT: WILLIAM A. KISSNER – CHAIRMAN
DAVID W. LYLE – VICE-CHAIRMAN
JAMES VAN LANDINGHAM – SECRETARY-TREASURER
THOMAS HOOKER
MICHELLE OLGERS
ROBERT SPIERS

ABSENT: MAXWELL WATKINS

ADMINISTRATION PRESENT: TAMMIE COLLINS, DEPUTY COUNTY ADMINISTRATOR OF PLANNING AND COMMUNITY DEVELOPMENT
TYLER C. SOUTHALL, COUNTY ATTORNEY

OTHERS PRESENT: HEATHER JENNINGS, PARALEGAL TO COUNTY ATTORNEY
CHRIS KULP, HUNTON ANDREWS, KURTH, LLP
R.T. TAYLOR, DAVENPORT & COMPANY

1. CALL TO ORDER AND ROLL CALL

Mr. Kissner called the meeting to order at 6:03 P.M., and Mr. Southall called roll.

2. ADOPTION OF AGENDA

Mr. Kissner asked if there were any needed amendments to the agenda. Mr. Van LANDINGHAM asked if they could speak about the IDA's CD during Old/New Business. It was added to the agenda.

Upon motion by Mr. Lyle, seconded by Hooker, the agenda was adopted as amended.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van LANDINGHAM, Mr. Hooker, Ms. Olgers, Mr. Spiers

Nays: None

Absent: Mr. Watkins

3. OLD/NEW BUSINESS

A. Approval for the 2018A and 2018B Lease Revenue Bonds

Mr. Chris Kulp, from Hunton Andrews & Kurth, and Mr. R.T. Taylor, from Davenport & Company, reviewed the basic information for the Lease Revenue Bonds. Mr. Kulp reviewed the resolution and answered any questions the Board had.

Upon motion by Mr. Van LANDINGHAM, seconded by Mr. Hooker, the Board passed the following resolution by the following vote.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers
Nays: None
Absent: Mr. Watkins

RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF DINWIDDIE COUNTY, VIRGINIA, APPROVING A PLAN TO ISSUE LEASE REVENUE BONDS FOR THE BENEFIT OF DINWIDDIE COUNTY, VIRGINIA, APPROVING THE FORM OF CERTAIN DOCUMENTS PREPARED IN CONNECTION THEREWITH AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE SAME

WHEREAS, the Industrial Development Authority of Dinwiddie County, Virginia (the "Authority"), was created under and is authorized to exercise all the powers set forth in the Industrial Development and Revenue Bond Act, Title 15.2, Chapter 49, Code of Virginia, as amended (the "Act"), which include, among other things, the powers (a) to make loans to, among others, a county in furtherance of the Act, (b) to finance or refinance facilities and lease facilities for use by, among others, a county (which facilities include, among other things, land, buildings and equipment), (c) to issue its revenue bonds, notes and other obligations from time to time for such purposes and (d) to pledge all or any part of its revenues and receipts derived from payments received by the Authority in connection with its loans or from the leasing by the Authority of such facilities or from any source, as security for the payment of principal of and interest on any such obligations;

WHEREAS, the Board of Supervisors (the "County Board") of the County of Dinwiddie, Virginia (the "County"), has expressed its desire to finance the costs of various capital projects (collectively, the "Projects"), including but not limited to (a) renovation of the Pamplin Building, (b) acquisition and installation of information technology infrastructure for the County Government Complex, (c) acquisition, installation and equipping of a portion of a broadband telecommunications system, including towers, equipment, and related expenses (the "Broadband Project"), (d) roof replacement for the Namonize Volunteer Fire Department and (e) acquisition of (i) furniture, fixtures and equipment for the County Government Complex, (ii) fire and rescue breathing equipment and (iii) certain motor vehicles;

WHEREAS, the County Board has expressed its desire to finance the Projects through a lease financing arrangement with the Authority, pursuant to which (a) the County will lease certain real property and the improvements thereon (as more specifically described in the hereinafter defined Prime Lease, but excluding all personal property now or hereafter located in or on such real property and improvements, the "Property") to the Authority, (b) the County will assign its interest in certain of the motor vehicles to be financed or otherwise encumbered (the "Vehicles") and right to acquire such Vehicles to the Authority and (c) the Authority will in turn lease the Property and the Vehicles to the County pursuant to the terms of the Lease Agreement (as hereinafter defined);

WHEREAS, the County Board has requested that the Authority (a) issue two series of lease revenue bonds (as hereinafter described, the "Bonds") pursuant to the terms of the Lease Agreement, (b) loan the proceeds of the Bonds to the County pursuant to the terms of the Lease Agreement to finance the Projects and to pay the related costs of issuance, (c) acquire the County's interest in the Vehicles and right to acquire the Vehicles and (d) secure the repayment of the Bonds by a lease of the Property and the Vehicles to the County pursuant to the terms of the Lease Agreement;

WHEREAS, the County has requested Davenport & Company LLC, as the County's financial advisor (the "Financial Advisor"), to solicit bids from banking and other financial institutions to make a loan to the Authority as evidenced by the purchase of the Bonds;

WHEREAS, the County Board has reviewed the bids received and has requested the Authority award the Bonds to ZB, N.A. (together with its successors and assigns, the "Bank"); and

WHEREAS, there have been presented to this meeting drafts of the following documents (collectively, the "Documents") that the Authority proposes to execute in support of the transactions described above, copies of which shall be filed with the records of the Authority:

- (a) A Prime Lease (the "Prime Lease"), between the Authority and the County, pursuant to which the County will lease the Property to the Authority; and
- (b) A Bond Purchase and Lease Agreement (the "Lease Agreement"), between the Authority, the County and the Bank pursuant to which (i) the Authority will issue the Bonds, (ii) the Bank will agree to make a loan to the Authority as evidenced by its purchase of the Bonds, (iii) the Authority will provide the proceeds thereof to the County to finance the Projects and pay related costs of issuance, (iv) the Authority will acquire the County's interest in the Vehicles and right to acquire the Vehicles, (v) the Authority will lease the Property and the Vehicles to the County, and (vi) the Authority will assign certain of its rights under the Prime Lease and the Lease Agreement to the Bank as security for the Bonds;

BE IT RESOLVED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF DINWIDDIE COUNTY, VIRGINIA:

1. The following plan of lease financing is hereby approved: (a) the Authority shall issue (i) a federally tax-exempt lease revenue bond (as hereinafter described, the "2018A Bond") in a principal amount not to exceed \$3,400,000 to finance the Projects (except the Broadband Project), and (ii) a federally taxable lease revenue bond (as hereinafter described, the "2018B Bond" and together with the 2018A Bond, the "Bonds") in a principal amount not to exceed \$520,000 to finance the Broadband Project, (b) the County will lease the Property to the Authority pursuant to the terms of the Prime Lease, with an expiration not later than December 31, 2032, (c) the Authority will purchase the County's interest in the Vehicles and right to acquire the Vehicles and (d) the Authority will lease the Property and the Vehicles to the County pursuant to the terms of the Lease Agreement, with an expiration not later than December 31, 2025. The County will undertake to make payments to the Authority of basic rent ("Basic Rent") and additional rent ("Additional Rent") under the terms of the Lease Agreement in amounts sufficient to pay when due the principal of and interest on the Bonds and to pay the fees and expenses of the Authority. The obligation of the Authority to pay principal of and interest on the Bonds will be limited to the payments of Basic Rent and Additional Rent received from the County. The undertaking by the County to make payments of Basic Rent and Additional Rent will be subject to appropriations from time to time by the County Board of sufficient amounts for such purposes. Upon an event of default or an event of non-appropriation by the County Board under the Lease Agreement, the Authority (and the Bank as assignee of the Authority) shall have the right to exercise any remedies provided in the Lease Agreement, including the right to terminate the Lease Agreement and exclude the County from possession of the Property for the remainder of the term of the Prime Lease and to retake possession of the Vehicles. The Bonds will be secured in part by an assignment to the Bank of the Authority's rights to receive payments of Basic Rent. This plan of lease financing shall contain such additional requirements and provisions as the Chairman or Vice Chairman of the Authority, either of whom may act, may

approve and determine, in collaboration with the County Administrator, to be in the best interests of the Authority and the County.

2. The Bonds are hereby awarded, and shall be sold, to the Bank in accordance with the terms of its bid (attached hereto as Exhibit A) and this Resolution.

3. The 2018A Bond is to be designated "Lease Revenue Bond (County Projects), Series 2018A (Federally Tax-Exempt)," and shall be dated the date of its delivery. The Authority hereby authorizes the issuance of the 2018A Bond in a principal amount not to exceed \$3,400,000 pursuant to the terms and conditions of the Lease Agreement, provided that the 2018A Bond (a) shall mature in installments ending no later than December 31, 2025, (b) shall bear interest at an initial rate not exceeding 2.90% per year (subject to adjustment pursuant to the terms of the Lease Agreement), and (c) shall be sold to the Bank at a price not less than 100% of the principal amount thereof.

4. The 2018B Bond is to be designated "Lease Revenue Bond (County Projects), Series 2018B (Federally Taxable)," and shall be dated the date of its delivery. The Authority hereby authorizes the issuance of the 2018B Bond in a principal amount not to exceed \$520,000 pursuant to the terms and conditions of the Lease Agreement, provided that the 2018B Bond (a) shall mature in installments ending no later than December 31, 2025, (b) shall bear interest at a rate not exceeding 3.67% per year, and (c) shall be sold to the Bank at a price not less than 100% of the principal amount thereof.

5. The Bonds shall be subject to redemption prior to maturity at the option of the Authority, at the direction of the County, in whole or in part on any business day and without penalty, at a redemption price equal to the principal amount thereof to be redeemed, plus interest accrued and unpaid to the date fixed for redemption.

6. The Chairman and Vice Chairman of the Authority, either of whom may act, are hereby authorized and directed to execute the Documents, the forms of which submitted to this meeting are hereby approved, with such completions, omissions, insertions and changes not inconsistent with this Resolution as may be approved by the officer executing them, his execution to constitute conclusive evidence of his approval of any such completions, omissions, insertions and changes.

7. The Chairman and Vice Chairman of the Authority, either of whom may act, are hereby authorized and directed to execute the Bonds by manual or facsimile signature, the Secretary-Treasurer is hereby authorized and directed to affix the seal of the Authority to or print a facsimile thereof on the Bonds and attest the same by manual or facsimile signature, and the officers of the Authority are hereby authorized and directed to deliver the Bonds to the Bank upon payment of the purchase price therefor.

8. All costs and expenses incurred in connection with the financing of the Projects, the issuance of the Bonds and the leasing of the Property and the Vehicles, including the Authority's fees and expenses and the fees and expenses of bond counsel and counsel for the Authority, shall be paid from the proceeds of the Bonds or other legally available funds of the County. If for any reason the Bonds are not issued, it is understood that all such expenses shall be paid by the County from its legally available funds and that the Authority shall have no responsibility therefor.

9. The officers of the Authority are hereby authorized and directed to execute, deliver and file all certificates and documents and to take all such further action as they may consider necessary or desirable in connection with the issuance and sale of the Bonds, the financing of the Projects and the leasing of the Property and the Vehicles, including without limitation (a) execution and delivery of a certificate setting forth the expected use and investment of the proceeds of the 2018A 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 (the "Code"), applicable to "arbitrage bonds," (b) making any elections, at the request of the County, that such officers deem desirable regarding any provision requiring rebate to the United States of "arbitrage profits" earned on investment of proceeds of the Bond 2018A, (c) providing for the County to pay any such rebate amount and (d) filing Internal Revenue Service Form 8038-G. The foregoing shall be subject to the advice, approval and direction of bond counsel.

10. 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.

11. All other actions of the officers of the Authority that are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the Bonds, the financing of the Projects and the leasing of the Property and the Vehicles are hereby approved and ratified.

12. All resolutions or parts of resolutions in conflict herewith are repealed.

13. This Resolution shall take effect immediately.

Exhibit A

ZIONS BANK®

Dinwiddie County, Virginia

Direct Bank Loan/Lease, Series 2018

Summary of Proposed Terms

Issuer: Dinwiddie County, Virginia

Purchaser: ZB, N.A.

Amount: \$4,000,000

Purpose: The proceeds to finance the County projects and pay cost of issuance.

Security: The 2018 Financing will be issued through the County's Industrial Development Authority (the "IDA"). Under this structure, the IDA will issue a revenue bond secured by an assignment to the lender of its interest in a Financing Lease between the IDA and the County pursuant to which the County will agree to make lease payments that meet the debt service requirements of the 2018 Financing. The County's undertaking will be subject to appropriation and will NOT constitute a pledge of the full faith and credit of the Commonwealth or any of its political subdivisions, including the County and the IDA. The 2018

Financing will be collateralized by the particular equipment noted above and a Ground Lease on the McKenney Community Center. The current insured value of the McKenney Community Center is \$3,500,000. In addition to a ground lease on the McKenney Community Center, we would request the loan be collateralized by a security interest in the fire truck, buses, police cars, breathing apparatus. (Option 2 with additional equipment to equal the \$4,000,000.)

Maturity Date: 7/15/2023, 7/15/2025 or 7/15/2028

Interest Payments: Semiannually on January 15 and July 15, commencing January 15, 2019 and continuing to final maturity.

Principal Payments: Annually each July 15, Commencing July 15, 2019 and continuing to final maturity.

Interest Rate: T/E- 2.86% / 2.90% / 3.10% and Taxable - 3.62% / 3.67% / 3.93% Fixed Rate, 30/360 day basis

Tax Status: Tax-Exempt (Option 1) and Taxable (Option 2)

Bank Qualified: Both

Optional Redemption: Callable any time in whole or in part, at par plus accrued interest with 30 days' written notice.

Closing Date: 9/07/2018

Reporting Requirement: Audited financials to be provided within 270 days of fiscal year end.

Rate Lock: Quoted rate is fixed for 60 days from the bid date. If closing does not occur within 60 days from the bid date, rates would reset to the prevailing market rate.

Bank Closing Costs: \$0

Annual/Ongoing Cost: \$0

Credit Approval: This proposal has been credit reviewed, but is subject to final credit approval

Other terms/conditions:

Bond Counsel will provide at closing, satisfactory to ZB, N.A. (The Purchaser) the following:

- Bond Opinion- addressed to ZB, N.A., satisfactory to the Purchaser dated the date of closing relating to the legality and validity of the note and the excludability of interest on the note from gross income of the holders thereof for federal tax purposes
- Resolution of Governing Body
- Certificate from authorized officers of the Issuer, in form and substance acceptable to the Purchaser, to the effect that the representations and information of the Issuer contained in this Purchase agreement delivered to us with respect to the Issuer are true and correct when made and as of the closing
- Acknowledgment of the costs of issuance budget with respect to the issuance of the bonds.
- IRS Form 8038-G
- Tax Certificate
- Purchaser presently intends to hold the Issue until maturity and does not intend to resell.

- and • If applicable, Title insurance policy in a form and substance satisfactory to the Lender paid for by the Issuer.
- in • If applicable, Environmental Questionnaire in regard to the Leased Property completed a form and substance satisfactory to the Lender.
- by • To facilitate closing, ZB, N.A. requests a scan of all signed documents be delivered to 12:00 PM the day before closing.

Role of Bank as Purchaser: Purchaser is acting solely as Purchaser for its own account and not as a fiduciary for Issuer or in the capacity of broker, dealer, municipal securities underwriter or municipal advisor. Purchaser has not provided, and will not provide, financial, legal, tax, accounting or other advice to or on behalf of Issuer with respect to the proposed Bond. Issuer shall represent in the Bond documentation that Issuer has sought and obtained financial, legal, tax, accounting and other advice (including as it relates to structure, timing, terms and similar matters) with respect to the proposed Bond from its financial, legal and other advisors (and not Purchaser) to the extent that Issuer desired to obtain such advice.

Purchaser Restrictions: The Purchaser has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the Bonds. The Purchaser will be expected to sign an Investor Letter acknowledging the same.

B. IDA Certificates of Deposit

Mr. Van Landingham reminded the Board that the IDA's one CD had just matured and the other was about to mature. He asked if it was still the choice of the Board to use banks with branches inside of Dinwiddie County because he believed he could get a better rate at another institution. There was discussion about how to how to get the best rate on the Board's CDs.

4. CLOSED SESSION

Mr. Kissner asked Mr. Southall to take the Board into closed session. Mr. Southall noted a need to go into closed session under:

§2.2-3711 (A) (3) Discussion or consideration of the acquisition of publicly held real property, where the discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body:

- Towers for Broadband Project

§2.2-3711 (A) (8) Consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel:

- Broadband Project

§2.2-3711 (A) (29) Discussion of the award of a public contract involving the expenditure of public funds, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body:

- Contracts Related to Broadband Project

Upon motion of Mr. Spiers, seconded by Mr. Olgers, the Board voted to go into Closed Session at 6:32 P.M.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers
Nays: None
Absent: Mr. Watkins

At 7:37 P.M., Mr. Southall noted a need for a motion to reconvene into Open Session.

Upon motion of Mr. Lyle, seconded by Mr. Van Landingham, the board unanimously voted to approve reconvening into Open Session at 7:37 P.M.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers
Nays: None
Absent: Mr. Watkins

CERTIFICATION

Mr. Southall read the Certification Resolution and upon motion by Ms. Olgers, seconded by Mr. Hooker, the following Certification Resolution was adopted:

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers
Nays: None
Absent: Mr. Watkins

WHEREAS, this Authority convened in a closed meeting under:

§2.2-3711 (A) (3) Discussion or consideration of the acquisition of publicly held real property, where the discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body:

- Towers for Broadband Project

§2.2-3711 (A) (8) Consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel:

- Broadband Project

§2.2-3711 (A) (29) Discussion of the award of a public contract involving the expenditure of public funds, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body:

- Contracts Related to Broadband project

AND WHEREAS, no member has made a statement that there was a departure from the lawful purpose of such closed meeting or that matters other than those identified in the motion were discussed,

NOW BE IT CERTIFIED, that only those matters as were identified in the motion were heard, discussed or considered in the closed meeting.

10. ADJOURNMENT

Mr. Kissner asked if there was any further business. There was none.

Upon motion by Mr. Van Landingham, seconded by Mr. Hooker, the meeting was adjourned at 7:38 P.M. by the following vote.

Ayes: Mr. Kissner, Mr. Lyle, Mr. Van Landingham, Mr. Hooker, Ms. Olgers, Mr. Spiers

Nays: None

Absent: Mr. Watkins