

**Virginia Resources Authority
Strategic Planning Committee Meeting
Minutes of the Meeting
Held December 4, 2024
Held by Electronic Communication Means
Via Microsoft Teams**

The Strategic Planning Committee of the Board of Directors of the Virginia Resources Authority (VRA) met on Wednesday, December 4, 2024, for an all-virtual public meeting of the Committee hosted via Microsoft Teams.

The following Committee members were present and acting during the meeting: Mr. Cecil R. Harris, Jr., Board and Committee Chairman; Ms. Barbara Donnellan; and Mr. Dan Featherly.

VRA staff participants included: Mr. Shawn B. Crumlish, Executive Director and Board Secretary; Mr. Curtis Doughtie; and Ms. Stephanie Jones.

Call to Order

Chair Harris called the meeting to order at 1:32 p.m.

Approval of Agenda

Chair Harris asked for a motion to approve the agenda as presented. Ms. Donnellan made the motion and Mr. Featherly seconded. The motion carried.

Discussion of Strategic Plan

Chair Harris called on Ms. Jones, VRA Director of Compliance and Policy, for a presentation. She outlined the draft Strategic Overview and Operational Plan. Discussion ensued about the drafts. The Committee recommended adding the words “and support” to the mission statement and removing the word “continually” from the vision statement. The Committee recommended considering adding measurements of success for possible inclusion in the Operational Plan. The Committee agreed with staff’s plan to align the Operational Plan with the budget and present both items at the June 2025 Board meeting.

Ms. Donnellan made a motion, seconded by Mr. Featherly, to recommend that the VRA Board discuss and adopt the Strategic Overview as presented by staff with the Committee’s two recommended changes. The motion carried.


Minutes of the VRA Board Strategic Planning Committee Meeting
December 4, 2024

Public Comment Period

Chair Harris asked if there were any comments from the public. There were none.

Adjournment

Ms. Donnellan made a motion to adjourn the meeting and Chair Harris seconded. The motion carried. Chair Harris adjourned the meeting at 2:45 p.m.



Shawn B. Crumlish, Executive Director
Board Secretary

APPROVED:



Cecil R. Harris, Jr., Committee Chair

**Virginia Resources Authority
Portfolio Risk Management Committee Meeting
Minutes of the Regular Meeting
Held December 9, 2024**

The Portfolio Risk Management Committee of the Board of Directors of the Virginia Resources Authority (VRA) met on Monday, December 9, 2024, in the O'Brien Boardroom, Bank of America Building, 19th Floor, Suite 1920, 1111 E. Main Street, Richmond, Virginia.

The following Committee members were present and acting during the meeting: Ms. Barbara Donnellan, Committee Chair; Mr. Dwayne Roadcap on behalf of Dr. Karen Shelton, State Health Commissioner; Mr. Michael Rolband, Director of the Department of Environmental Quality (DEQ); and Mr. Cecil R. Harris, Jr., Board Chairman. Ms. Maria Tedesco was absent. Dr. Charlette Woolridge was also present.

VRA staff participants included: Mr. Shawn B. Crumlish, Executive Director and Board Secretary; Mr. Peter D'Alema; Mr. Curtis Doughtie; Ms. Stephanie Jones; Mr. Tony Leone; Mr. Spencer Murray; Mr. Kevin O'Reilly; Mr. Will Strain; and Ms. Nola Zhang. Additional attendees were Ms. Megan Gilliland, General Counsel, of Kaufman & Canoles, P.C.; Ms. Anne Curtis Saunders of McGuireWoods LLP; Ms. Kelly Ward of DEQ; and Mr. Ty Wellford, Ms. Gracie Caplice and Mr. Clay Littel of Davenport & Company, LLC.

Call to Order

Chair Donnellan called the meeting to order at 2:33 p.m.

Approval of Agenda

Director Rolband made a motion to approve the agenda as presented. Mr. Roadcap seconded. The motion carried.

Disaster Recovery Funding

Chair Donnellan called on Mr. D'Alema, VRA Director of Program Management, for a presentation. Mr. D'Alema explained that, in response to Hurricane Helene infrastructure funding needs, there are two proposed resolutions for consideration that could subsequently become part of the annual shelf resolutions. He said that one of the resolutions includes the recommendation to increase the Direct Loan Program funding to \$10 million to accommodate potential disaster recovery loans. Mr. D'Alema described the second resolution to authorize VRA to issue bonds or an RFP [Request for Proposals] for Disaster Recovery bonds up to \$50 million. He explained that the loans would be strictly for infrastructure funding, not emergency

Minutes of the VRA Board Portfolio Risk Management Committee Meeting
December 9, 2024

recovery, as authorized in the VRA Act. Mr. D'Alema emphasized that there are no localities that have indicated up front that they want to use these funds, but rather this would be VRA providing an additional tool should it be useful to local governments. He added that Washington County Service Authority has a possible project that could likely be funded through the Direct Loan Program.

Director Rolband asked if VRA would capitalize interest if they had no money up front for the projects. Mr. D'Alema replied that VRA offers flexibility in that regard. He added that some of the systems were not affected system-wide by the storm so they would not necessarily need to capitalize interest. Mr. Roadcap asked if the financial audits requirement would apply to the Disaster Recovery Funding, to which Mr. D'Alema replied that the underwriting process would not change.

There was discussion about uncertainty of FEMA [Federal Emergency Management Agency] reimbursement if FEMA procedures were not followed during a project, and there was discussion about the time horizon of FEMA reimbursement. Mr. Roadcap added that he has heard that FEMA covers "90-days" type work. The Executive Director added the distinction of the permanent work category which is what VRA would be authorized to fund for local governments. Mr. Wellford said that a bank placement RFP makes the most sense for prepayment flexibility with the FEMA repayment uncertainty. Mr. Rolband asked if the funding will be advertised to which Mr. Crumlish replied there will be outreach if the Board approves the resolutions.

Chair Donnellan clarified the extent the Commonwealth's Moral Obligation [M.O.] would be used in the Disaster Recovery Funding. Mr. D'Alema said that VRA has capacity, but that VRA would strategically deploy the M.O. only if necessary for more favorable terms.

Director Rolband then made a motion recommending approval by VRA Board of the resolutions authorizing the proposed Disaster Recovery Funding (providing for an amount of up to \$10 million from VRA's unassigned fund balance in FY2025, inclusive of any Direct Loan Program loans made in FY2025 and up to \$50 million through the issuance of Disaster Recovery Bonds which may be secured by the Commonwealth's moral obligation pledge, if necessary). Mr. Roadcap seconded. The motion carried.

VFPF Series 2024C Fall Pool Pricing Results

Mr. D'Alema proceeded with an update on the 2024C pool for which local loans closed in November.

VPFP Portfolio Update (Post VPFP 2024C)

Mr. D’Alema shared the status of the aggregate Virginia Pooled Financing Program (VPFP) portfolio after the conclusion of the fall pool. He also presented the planned funding calendar for the VPFP in the upcoming year.

Continuing Disclosure Update

Mr. D’Alema provided an update on VRA’s continuing disclosure. He said there are no material obligors in the VPFP nor in the State Revolving Funds bonds.

Mr. D’Alema said that VRA contacted Goochland County in July with a reminder to make their required local disclosures pertaining to the County’s stand alone bonds. Brief discussion ensued about the Goochland stand alone bonds. Mr. D’Alema added that the County is making a deposit next week to defease some of the maturities.

Old Business

Chair Donnellan asked if there was any old business to come before the Committee. There was none.

New Business


Chair Donnellan asked if there was any new business to come before the Committee. There was none.

Public Comment

Chair Donnellan asked if there were any comments from the public. There were none.

Adjournment

Upon an affirmative vote on a motion by Director Rolband, seconded by Mr. Roadcap, Chair Donnellan adjourned the meeting at 3:08 p.m.


Shawn B. Crumlish, Executive Director
Board Secretary

Minutes of the VRA Board Portfolio Risk Management Committee Meeting
December 9, 2024

APPROVED:

Barbara M. Donnellan, Committee Chair

**Virginia Resources Authority
Board Meeting
Minutes of the Regular Meeting
Held December 10, 2024**

The Board of Directors of the Virginia Resources Authority (VRA) met on Tuesday, December 10, 2024, in the O'Brien Boardroom, Bank of America Building, 19th Floor, Suite 1920, 1111 E. Main Street, Richmond, Virginia.

The following Board members were present and acting during the meeting: Mr. Cecil R. Harris, Jr., Chairman; Mr. David Branscome; Ms. Barbara Donnellan; Mr. Dan Featherly; Mr. Scott Mayausky; State Treasurer David Richardson; Mr. Dwayne Roadcap on behalf of Dr. Karen Shelton, State Health Commissioner; Mr. Michael Rolband, Director of the Department of Environmental Quality (DEQ); Mr. Mike Swain on behalf of Greg Campbell, Director of the Department of Aviation; and Ms. Maria Tedesco. Dr. Charlette Woolridge was absent.

VRA staff participants included: Mr. Shawn B. Crumlish, Executive Director and Board Secretary; Ms. Lily Buysse; Ms. Angela Cotton; Mr. Peter D'Alema; Mr. Curtis Doughtie; Ms. Stephanie Jones; Mr. Spencer Murray; and Ms. Nola Zhang. Additional attendees were Mr. Arthur Anderson and Ms. Anne Curtis Saunders of McGuireWoods LLP; Mr. Alvie Edwards and Ms. Kelly Ward of DEQ; Ms. Megan Gilliland, General Counsel, of Kaufman & Canoles, P.C.; and Mr. Ty Wellford, Ms. Gracie Caplice, and Mr. Clay Littel all of Davenport & Company, LLC.

Call to Order

Chairman Harris called the meeting to order at 9:00 a.m.

Approval of Agenda

Chairman Harris asked for a motion to approve the agenda as presented. Ms. Donnellan made a motion, seconded by Director Rolband, to approve the agenda as presented. The motion carried.

Recognition of Arthur E. Anderson II

The Chairman read a recognition resolution for retiring bond counsel Mr. Anderson and asked for a motion. Ms. Tedesco made a motion, seconded by Director Rolband, to adopt the recognition resolution of Arthur E. Anderson II as presented by staff. The motion carried.

Approval of Meeting Minutes

Director Rolband made a motion to approve the following meeting minutes in a block:

- Budget and Investment Committee Meeting held September 9, 2024
- Audit Committee Meeting held September 9, 2024
- Portfolio Risk Management Committee Meeting held September 9, 2024
- Board of Directors Meeting held September 10, 2024

Mr. Branscome seconded. The motion carried.

Proposed 2025 Meeting Dates

The Chairman informed the Board that the 2025 calendar year proposed meeting dates are included in the packet.

Report of the Executive Director

Chairman Harris called on Mr. Crumlish to give the Executive Director's Report.

Mr. Crumlish highlighted the Stafford County Crow's Nest Natural Area Preserve project. He also highlighted VRA's involvement in working with the Virginia Tourism Corporation in receiving Comptroller certification for the Hotel Petersburg project that applied to the Tourism Development Financing Program. In addition, Mr. Crumlish highlighted the Microporous announcement related to the electric battery component manufacturer that is locating at the Berry Hill Megasite. He explained that VRA serves an advisory role to the Virginia Tobacco [Region Revitalization] Commission which is planning to make a loan to the Danville-Pittsylvania Regional Industrial Facility Authority for a gas pipeline to support the Microporous development.

The Executive Director called on Mr. Curtis Doughtie, VRA Director of Finance and Administration, to share information about the upcoming February 1 deadline to submit required financial disclosure information. Mr. Doughtie said he would send an email in addition to the system email that will notify Board members once reporting is accepted in January.

Mr. Crumlish also informed the Board that the Commonwealth has decided to work with the Town of Crewe to upgrade town facilities to serve the state facilities in the region because it will be a less costly option. He said he mentioned the update because a loan application from Prince Edward County had been presented to the Board in March 2023.

Closed Session for Consultation with Legal Counsel regarding Accomack-Northampton Transportation District Commission Railway Transportation Bonds matter as permitted by Section 2.2-3711(A)(8) of the Code of Virginia

Ms. Gilliland shared this statement: “I would like to state for the minutes that while Kaufman & Canoles serves as general counsel to the Virginia Resources Authority, my firm has a conflict in that colleagues have previously represented Canonie on matters unrelated to the Northampton Transportation District Commission Railway Transportation Bonds. Given that conflict, Kaufman & Canoles has represented neither VRA nor Canonie in this matter.”

Director Rolband made a motion to enter into a closed meeting in accordance with Section 2.2-3711(A)(8) of the Code of Virginia, as amended, for the purpose of consultation with legal counsel retained by Virginia Resources Authority regarding specific legal matters related to Accomack-Northampton Transportation District Commission Railway Transportation Bonds requiring the provision of legal advice by such counsel. Ms. Tedesco seconded. The motion carried and the Board entered closed session with its bond counsel attorneys from McGuireWoods LLP.

Upon conclusion of the closed session, Mr. Doughtie read the language for a motion certifying the closed session as follows:

Whereas, the Board of the Virginia Resources Authority (the “Authority”) has on December 10, 2024 convened a closed session pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act;

Where, Section 2.2-3712 of the Code of Virginia requires a certification by the Board that such closed meeting was conducted in accordance with Virginia law;

Now, therefore, be it resolved that the Board of the Virginia Resources Authority does hereby certify that, to the best of each member’s knowledge, (i) only the public business matters that were identified in the motion by which the closed session was convened and that were lawfully exempted by the Virginia Freedom of Information Act were discussed in the closed session to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed session were heard, discussed or considered by the Board.

Ms. Donnellan made the motion, to which Mr. Roadcap seconded. The Directors unanimously voted in the affirmative by voice vote and approved the resolution certifying the closed session.

Clean Water Revolving Loan Fund Administrative Fee Use

The Chairman called on the Executive Director who provided background on the Clean Water Revolving Loan Fund Administrative Fee. Mr. Crumlish asked Mr. Edwards from DEQ to provide additional background. Mr. Edwards said the Board-circulated memo explained the request well and added additional insights into the request. Discussion ensued about DEQ's request.

Ms. Donnellan asked how many years DEQ would need the funds to which Director Rolband replied that there would be an initial two-year period and then a re-evaluation. Ms. Donnellan asked whether other agencies would desire the same opportunity to which Mr. Roadcap said that Virginia Department of Health has considered the concept in the past. Mr. Mayausky said that addressing the backlog makes sense, but asked if the funding would expand to covering other jobs over time. Director Rolband said that the two-year look back re-evaluation would prevent that.

Upon conclusion of the discussion, Director Rolband made a motion that VRA concur in DEQ's request to use the Clean Water Revolving Loan Fund - Administrative Fee Account as follows:

- (i) to fund additional restricted staff positions in the DEQ Clean Water Financing and Assistance Program for up to \$750,000 annually anticipated over the next 2 years to address programmatic backlogs; and
- (ii) to fund a one-time use of \$750,000 to implement a grants and loan management system solution.

Ms. Tedesco seconded the motion. The motion carried.

Report of Strategic Planning Committee

Chairman Harris next asked Ms. Stephanie Jones, VRA Director of Compliance and Policy, to give a presentation. Ms. Jones shared highlights of the discussion with the Strategic Planning Committee and presented the Strategic Overview for the Board's consideration.

Ms. Donnellan made a motion and Director Rolband seconded the motion to adopt the Strategic Overview as presented by staff. The motion carried.

Report of Portfolio Risk Management Committee (PRMC)

Chairman Harris called on Committee Chair Donnellan for the report from the Portfolio Risk Management Committee. Committee Chair Donnellan asked Mr. D'Alema, VRA Director of Program Management, to give a presentation. Mr. D'Alema presented the two resolutions regarding Disaster Recovery Funding. Committee Chair Donnellan made a motion on behalf of PRMC to approve the resolutions authorizing the proposed Disaster Recovery Funding (providing for an amount of up to \$10 million from VRA's unassigned fund balance in FY2025, inclusive of any Direct Loan Program loans made in FY2025 and up to \$50 million through the issuance of Disaster Recovery Bonds which may be secured by the Commonwealth's moral obligation pledge, if necessary). Director Rolband seconded. The motion carried.

Mr. D'Alema highlighted information on the Virginia Pooled Financing Program that was shared with the Committee. He also informed the Board that the annual required continuing disclosure is completed.

Old Business

Chairman Harris asked if there was any old business to come before the Board. There was none.

New Business

Chairman Harris asked if there was any new business to come before the Board. There was none.

Public Comment

Chairman Harris asked if there were any comments from the public. There were none.

Adjournment

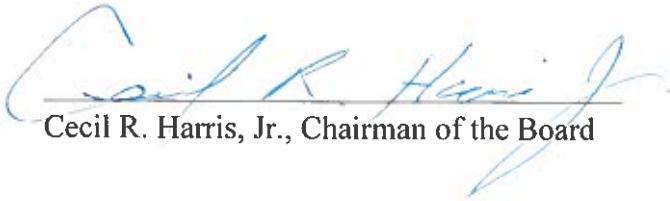
Mr. Branscome made a motion, seconded by Mr. Roadcap, to adjourn the meeting. The motion carried and Chairman Harris adjourned the meeting at 10:23 a.m.



Shawn B. Crumlish, Executive Director
Board Secretary

Minutes of the VRA Board of Directors Meeting
December 10, 2024

APPROVED:



Cecil R. Harris, Jr., Chairman of the Board



**Resolution Expressing Appreciation and Thanks from the
Board of Directors
of the Virginia Resources Authority to
Arthur E. Anderson II**

December 10, 2024

WHEREAS, the Virginia Resources Authority is a public body corporate and a political subdivision of the Commonwealth established to encourage the investment of public and private funds and to make loans, grants, and credit enhancements available to local governments for public projects; and

WHEREAS, Arthur E. Anderson II served with high distinction as VRA's bond counsel for VRA's 40 years of operation; and

WHEREAS, during those 40 years, VRA-managed programs provided more than \$12 billion of infrastructure financing for more than 3,500 local government projects; and

WHEREAS, Arthur E. Anderson II's expertise in public finance law made him uniquely qualified to provide bond counsel services; and

WHEREAS, Arthur E. Anderson II's participation and insights helped VRA establish itself as a leader in municipal finance; and

WHEREAS, Arthur E. Anderson II was instrumental in VRA's establishment of the Pooled Loan Bond Program, Virginia Pooled Financing Program, VirginiaSAVES Green Community Program, VirginiaHELPS Conduit Borrower Program, and the Local Government Direct Loan Program; and

WHEREAS, Arthur E. Anderson II provided legal consultation for regular pooled bond issuances, for leveraging the Clean Water Revolving Loan Fund, the Drinking Water State Revolving Fund, and the Virginia Airports Revolving Fund,

and for financial management of the Virginia Transportation Infrastructure Bank;
and

WHEREAS, those bond issuances resulted in new infrastructure constructed across the Commonwealth and net present value savings for refunding borrowers;
and

WHEREAS, Arthur E. Anderson II assisted VRA in the development of the cross-collateralized SRF Revenue Bonds Indenture, a first for the Virginia State Revolving Funds; and

WHEREAS, Arthur E. Anderson II provided education to staff and to local governments through training and conference speaking engagements; and

WHEREAS, Arthur E. Anderson II helped VRA successfully navigate IRS audits/ arbitrage rebate refunds and periods of economic and regulatory change, including the Great Recession, the enactment of Tax Cuts and Jobs Act, and the Municipalities Continuing Disclosure Cooperation Initiative; and

WHEREAS, Arthur E. Anderson II faithfully attended regular meetings of the VRA Portfolio Risk Management Committee and Board of Directors to provide sound legal advice; now

THEREFORE, BE IT RESOLVED that the Board of Directors of the Virginia Resources Authority commends Arthur E. Anderson II for his dedicated service to VRA and the Commonwealth of Virginia; and

BE IT FURTHER RESOLVED, that the Board of Directors and staff of the Virginia Resources Authority thank him for his service to this body and to the Commonwealth.

VIRGINIA RESOURCES AUTHORITY
AMENDED AND RESTATED RESOLUTION
AUTHORIZING THE MAKING OF LOANS
FROM CERTAIN UNRESTRICTED NET ASSETS

December 10, 2024

WHEREAS, the Virginia Resources Authority (“VRA”) is a public body corporate and a political subdivision of the Commonwealth of Virginia (the “Commonwealth”) created by the Virginia Resources Authority Act, Chapter 21, Title 62.1, Code of Virginia of 1950, as amended (the “VRA Act”); and

WHEREAS, the VRA Act provides that VRA was created for the purpose of encouraging the investment of both public and private funds and to make loans, grants and credit enhancements available to any county, city, town, municipal corporation, authority, district, commission or political subdivision created by the General Assembly or pursuant to the Constitution and laws of the Commonwealth or any combination of any two or more of the foregoing (“Obligors”) to finance or refinance the costs of the facilities or projects now or hereafter described in Section 62.1-199 of the VRA Act (each a “Project” and, collectively, the “Projects”); and

WHEREAS, by a resolution adopted by the Board of Directors of VRA (the “Board”) on December 13, 2022, the Board amended VRA’s Unrestricted Net Asset Policy to, among other things, allow for the utilization of the Unrestricted Net Asset Balance in excess of (i) the Working Capital Reserve and (ii) the PRM Target for the PRM Reserve (the “Unrestricted Proceeds”) to provide funding for loans or other funding mechanisms that would be inefficient to finance through other existing VRA programs, subject to formal authorization from the Board through a resolution; and

WHEREAS, given such prior Board action and in accordance with VRA’s Unrestricted Net Asset Policy, on June 11, 2024, the Board adopted a resolution entitled "Resolution Authorizing the Making of Loans from Certain Unrestricted Net Assets" (the "Original Authorizing Resolution") authorizing VRA to make loans from the Unrestricted Proceeds to Obligors to finance or refinance the costs of qualified Projects (the "Direct Loan Program"); and

WHEREAS, the foregoing arrangements are to be reflected in a model financing agreement (the “Financing Agreement”) used in making the loans, the form of which is on file with VRA; and

WHEREAS, VRA staff have recommended that the Original Authorizing Resolution be amended and restated to increase the amount of loans made under the Direct Loan Program and to specifically allow for the funding of loans for Projects related to the Disaster Recovery Program authorized by the Board of Directors pursuant to a separate resolution dated December 10, 2024 (the “Disaster Recovery Program”).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE VIRGINIA RESOURCES AUTHORITY AS FOLLOWS:

1. Notwithstanding anything contrary contained in this Resolution, VRA is authorized

to make loans up to the uncommitted balance of the Unrestricted Proceeds, but in no event more than \$10,000,000 in aggregate principal amount of such Unrestricted Proceeds, as such amounts are available from time to time.

2. The Board determines that it is in the best interest of VRA to make loans through the Direct Loan Program, including, without limitation, for Projects related to the Disaster Recovery Program; provided, however, that such loans shall be subject to the following terms and conditions: (i) each loan shall be formally authorized and approved by the Obligor's governing body for at least the principal amount of the loan, or with respect to a revolving loan the maximum principal amount of such loan outstanding at any one time; (ii) each loan shall be evidenced and secured by a financing or funding agreement or lease between the Obligor and VRA, containing such terms and conditions as may be authorized or approved by the Executive Director of VRA (the "Executive Director"); (iii) the amount of each loan shall not exceed the cost to finance or refinance a qualified Project, or with respect to a revolving loan the aggregate amount of draws on such loan shall not exceed the cost to finance or refinance a qualified Project; (iv) the final maturity date of each loan through the Direct Loan Program shall be not later than December 31, 2054, provided that the final maturity date for each loan for a Project related to the Disaster Recovery Program shall be no later than December 31, 2035; and (v) the interest rate on each Direct Loan Program loan shall be set to approximate the cost of funds available to VRA in the public debt markets or at the greater of 2% or the one-year U.S. Treasury rate for purposes of revolving loans, provided that the interest rate on each loan for a Project related to the Disaster Recovery Program shall not exceed the reimbursable rate allowed by the Federal Emergency Management Agency. Without the need for additional approval by this Board, the Executive Director is authorized on behalf of VRA to solicit, accept and approve applications from local governments within the Commonwealth to be potential Obligors. The criteria for approving the loans from Obligors shall in no event be less stringent than VRA's internal credit criteria previously approved by this Board and in effect from time to time, provided that the security and enhancements for each loan for a Project related to the Disaster Recovery Program may include a pledge of a local government's reimbursements by federal and / or state emergency management agencies and / or security under VRA's internal credit criteria previously approved by this Board and in effect from time to time.

3. The model Financing Agreement on file with VRA is hereby approved for use in connection with the Direct Loan Program; provided, however, that the provisions therein may be altered to accommodate different terms agreed to by VRA and the various participating Obligors, with the advice of counsel.

4. Each of the Executive Director, Chairman of VRA and Vice Chairman of VRA is authorized to execute and deliver on behalf of VRA such instruments, documents or certificates, and to do and perform such acts and things as such officer shall deem necessary or appropriate to carry out the loan transactions contemplated by this Resolution, including, but not limited to, the administration and enforcement of any financing or funding agreement or lease, and all of the foregoing, previously done or performed by any such officer, are in all respects approved, ratified and confirmed.

5. Terms used but undefined in this Resolution shall be as defined in the Unrestricted Net Asset Policy, as currently in effect and as may be amended from time to time.

6. This Resolution shall be effective immediately upon its adoption and amends and restates the Original Authorizing Resolution in its entirety. The authority to make loans pursuant to this Resolution shall terminate on June 30, 2025.

VIRGINIA RESOURCES AUTHORITY

– RESOLUTION –

AUTHORIZING THE ESTABLISHMENT OF THE DISASTER RECOVERY PROGRAM AND THE ISSUANCE OF UP TO \$50,000,000 IN BONDS TO FUND THE PROGRAM IN FISCAL YEAR 2025

December 10, 2024

WHEREAS, the Virginia Resources Authority (the "Authority") is a public body corporate and a political subdivision of the Commonwealth of Virginia (the "Commonwealth") created by the Virginia Resources Authority Act, Chapter 21, Title 62.1, Code of Virginia of 1950, as amended (the "Act"); and

WHEREAS, the Act provides that the Authority was created for the purpose of encouraging the investment of both public and private funds and to make loans, grants and credit enhancements available to local governments to finance or refinance the costs of the facilities or projects now or hereafter described in Section 62.1-199 of the Act (each a "Project" and, as a group, the "Projects"); and

WHEREAS, under the Act the Authority is authorized and empowered, among other things,

1. to borrow money and issue its bonds, notes, debentures, interim certificates, grants or revenue anticipation notes or any other evidences of indebtedness (collectively referred to hereinafter as the "Bonds") in amounts the Authority determines to be necessary or convenient to provide funds to carry out its purposes and powers and to pay all costs and expenses incurred in connection with the issuance of Bonds,

2. to refund any Bonds by the issuance of new Bonds, whether the Bonds to be refunded have or have not matured, whenever the Authority deems refunding expedient,

3. to secure Bonds issued by the Authority by a pledge of any local obligation owned by the Authority, any grant, contribution or guaranty from the United States of America, the Commonwealth or any corporation, association, institution or person, any other property or assets of or under the control of the Authority, or a pledge of any money, income or revenue of the Authority from any source,

4. to enter into a trust indenture pursuant to which the Authority may issue Bonds, and the trust indenture may contain provisions, which shall be part of the contract or contracts with the holders of such Bonds as to, among other things, the establishment of reserve funds, sinking funds and other funds and accounts and the regulation and disposition thereof, and

5. to purchase and acquire local obligations to finance or refinance the cost of any Project, using any funds of the Authority available for such a purpose;

WHEREAS, the Authority staff have structured a new program to be called the "Disaster Recovery Program" (the "Program") to aid local governments (including authorities with appropriate local government support) to gain access to financing, including interim financing, for Projects undertaken by local governments as a disaster recovery response, as reviewed and determined by the Authority's Executive Director; and

WHEREAS, under the Program the Authority will provide for the issuance from time to time of Bonds in a conduit format to purchase and acquire local obligations to finance or refinance the cost of any Project, and for such other purposes as may be authorized under and pursuant to the Act; and

WHEREAS, the Bonds issued under the Program will be secured primarily by (i) revenues derived from the local obligations, (ii) to the extent available, the "state-aid intercept" provision of Section 62.1-216.1 of the Act and (iii) to the extent determined desirable by Authority staff, including the Credit Committee and the Executive Director, a "capital reserve fund" with "moral obligation" support within the meaning of Section 62.1-215 of the Act; and

WHEREAS, to further the purposes of the Act and the Program, the Board has determined to authorize the Authority during the Authority's fiscal year ending June 30, 2025, to issue Bonds at one time or from time to time in an aggregate principal amount of up to \$50,000,000 to fund the Program and to make loans in the Program in an aggregate amount not to exceed \$50,000,000 provided prior written notice of any issuance of Bonds is delivered to the Authority's Chairman or Vice Chairman and the Chair of the Portfolio Risk Management Committee of the Board of Directors of the Authority (the "PRMC Chair"); and

After careful consideration and to further the public purposes for which the Authority was created, NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE AUTHORITY THAT:

1. It is hereby found and determined that (i) there continues to exist in the Commonwealth a critical need for additional sources of funding to finance the present and future needs of the Commonwealth for the Projects, particularly to enable local governments (including authorities with appropriate local government support) to gain access to financing, including interim financing, for Projects undertaken by local governments as a disaster recovery response, as described in the Recitals, (ii) the Program will alleviate in part this need by encouraging the investment of both public and private funds in a manner that is cost-effective and promotes the efficient use of the Authority's capacity to issue Bonds and (iii) the establishment of the Program is in the public interest, will serve a public purpose and will promote the health, safety, welfare, convenience or prosperity of the people of the Commonwealth.

2. **Authorization of the Bonds.** There is hereby authorized the issuance at one time or from time to time of one or more series of conduit revenue bonds of the Authority to further the purposes of the Act and the Program. The Authority shall apply the proceeds of the issuance and sale of each series of the Bonds as described in the Recitals above. It is hereby found and determined that the debt service payments on the Bonds are not expected to be made, in whole or in part, directly or indirectly, from

appropriations of the Commonwealth within the meaning of Section 2.2-2416(7) of the Code of Virginia of 1950, as amended.

3. Details of the Bonds. The Authority's Chairman, Vice Chairman, and Executive Director (collectively, the "VRA Officers," but any of whom may act) are authorized to determine and approve the final details of each series of the Bonds, including without limitation, their series designations, dated date, original aggregate principal amount, interest rates, maturity dates, redemption provisions, sale prices, and the principal amount of each maturity; provided, however, that (i) the original aggregate principal amount of the Bonds shall not exceed \$50,000,000; (ii) no series of the Bonds shall have a true interest cost in excess of 6.5%; and (iv) the final maturity any of the Bonds of any series shall be no later than December 31, 2035. The approval of the VRA Officers of such details with respect to any series of Bonds shall be evidenced conclusively by the execution and delivery thereof on the Authority's behalf.

4. Authorization of Bond Documents. Each series of Bonds authorized under this Resolution shall be issued and secured pursuant to an indenture or similar instrument containing the provisions authorized under Section 62.1-209 of the Act and approved by the VRA Officers (a "Bond Document"); provided that such Bond Document shall provide for each series of Bonds to be issued in a conduit format. The approval of any Bond Document shall be evidenced conclusively by the execution and delivery thereof on the Authority's behalf.

5. Preparation, Execution, Authentication and Delivery of Bonds. The Executive Director is authorized and directed to have the Bonds of each series prepared in appropriate form, to have such Bonds executed pursuant to the terms of the related Bond Document, to deliver such Bonds to the appropriate trustee or other fiduciary for authentication if required, and to cause such Bonds so executed and authenticated to be delivered to or for the account of the initial purchasers thereof upon payment of the purchase price thereof as provided in the related Bond Document.

6. Sale of Bonds. At the election of the Executive Director, each series of Bonds may be sold (i) in a negotiated sale to an underwriter or group of underwriters with demonstrated experience in underwriting municipal securities ("Underwriter") to be selected by the Executive Director in accordance with the Authority's previously adopted underwriter selection procedures, (ii) in a private placement to a bank or other institutional investor, or (iii) at public bid to the bidder with the lowest true interest cost to the Authority. With respect to the sale of a series of Bonds, the Executive Director is authorized to execute and deliver a bond purchase agreement or similar agreement with the Underwriter or private placement purchaser, or, if sold at public bid, other appropriate documents with the successful bidder (the "Bid Documents") providing for the sale and delivery of the Bonds upon terms and conditions to be approved by the VRA Officers within the parameters set forth in paragraph 3 above.

7. Preliminary Official Statement. The Board authorizes the preparation of a preliminary official statement, in such form as the Executive Director may approve (a "Preliminary Official Statement"), in connection with the offering of each

series of Bonds authorized hereunder and sold in a public sale. The Executive Director is authorized to deem final each Preliminary Official Statement as of its date for purposes of Securities and Exchange Commission Rule 15c2-12 (the "Rule") and to approve the distribution thereof. Distribution of a Preliminary Official Statement shall constitute conclusive evidence that it has been deemed final as of its date, except for the omission of such pricing and other information permitted to be omitted, for purposes of the Rule.

8. Official Statement. After a public sale of a series of the Bonds, the Executive Director is authorized and directed to complete the Preliminary Official Statement therefor as an official statement in final form (the "Official Statement") to reflect the final terms and details of the related series of Bonds and the sale thereof. The Executive Director is authorized to execute each Official Statement, which execution shall constitute conclusive evidence of approval of the Official Statement on behalf of the Authority and that it has been deemed final within the meaning of the Rule. The Executive Director is authorized to prepare, execute, publish and distribute any other disclosure or sale documents as the Executive Director deems necessary or appropriate to effect the sale of the Bonds.

9. Credit Enhancement. The Executive Director is authorized to procure bond insurance for all or any portion of the Bonds or a surety bond, liquidity facility or similar instrument to provide for the funding of all or any portion of any reserve fund, including any capital reserve fund, or account established pursuant to the related Bond Document, if the Executive Director determines such procurement to be in the best interests of the Authority.

10. Participating Local Governments. Without the need for additional approval by this Board, the Executive Director is authorized on behalf of the Authority to accept and approve applications from local governments to be participants in the Program; provided that during the Authority's fiscal year ending June 30, 2025, the aggregate principal amount of loans in the Program shall not exceed \$50,000,000. The criteria for approving an application shall include security and enhancements to ensure loan repayment; such security and enhancements may include a pledge of a local government's reimbursements by federal and / or state emergency management agencies and / or security under the Authority's internal credit criteria previously approved by this Board and in effect from time to time.

11. Local Obligation Documents. Each local obligation purchased or acquired with the proceeds of series of Bonds authorized under this Resolution shall be purchased or acquired and secured pursuant to a loan or financing agreement, financing lease documents or a similar instrument containing the provisions authorized under Section 62.1-216 of the Act and approved by the VRA Officers. The approval of any such document shall be evidenced conclusively by the execution and delivery thereof on the Authority's behalf.

12. Tax Matters. The Executive Director is authorized and directed to (i) conduct public hearings in connection with the issuance of Bonds, if applicable, (ii) seek the approval of the Governor of the issuance of any series of Bonds, if applicable, and

(iii) execute and deliver on the Authority's behalf simultaneously with the issuance of each series of Bonds a Tax Regulatory Agreement and/or similar agreements or certificates. The Tax Regulatory Agreement and/or similar agreements or certificates shall set forth the expected use of and investment of all or any portion of the proceeds of each series of the Bonds and include such covenants as may be necessary to qualify the interest on all or any portion of each series of the Bonds for exemption from gross income for federal income tax purposes under the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations (the "Tax Code"), and to maintain such exemption. The Executive Director is further authorized to make on behalf of the Authority such elections under the Tax Code with respect to any series of the Bonds as he may deem to be in the best interests of the Authority after consultation with the Authority's Bond Counsel and Financial Advisor.

13. Investment of Proceeds. The investment of all monies deposited in any of the funds or accounts related to a series of Bonds will be governed by the sections of the related Bond Document regarding permitted investments. In addition, the Executive Director is authorized to contract with the Virginia State Non-Arbitrage Program and/or an arbitrage rebate consulting firm to provide investment and/or arbitrage compliance services with respect to the Bonds.

14. Authorization of Further Actions. The Executive Director and any Authority employee designated by the Executive Director (the "VRA Representative") is authorized to execute and deliver on the Authority's behalf such other instruments, documents or certificates, and to do and perform such things and acts as he or she shall deem necessary or appropriate to carry out the transactions authorized by this Resolution. Any of the foregoing previously done or performed by any VRA Representative is in all respects approved, ratified and confirmed.

15. Effective Date; Termination. This Resolution shall be effective immediately. The authority to issue Bonds pursuant to this Resolution shall terminate on June 30, 2025.