

A RESOLUTION APPROVING AN OPTION FOR THE
SALE OF UP TO 14.2 ACRES OF PROPERTY LOCATED
IN THE CORPORATE LANDING BUSINESS PARK TO
MID-ATLANTIC NAP, LLC

WHEREAS, the City of Virginia Beach Development Authority (the "Authority") is the owner of Corporate Landing Business Park in Virginia Beach, Virginia;

WHEREAS, Mid-Atlantic NAP, LLC, a Virginia limited liability company (the "Purchaser") has approached staff about acquiring an option for certain property in the Corporate Landing Business Park for a potential project;

WHEREAS, the Authority has agreed to grant an option (the "Option") to Purchaser to acquire a portion of GPIN: 2415-12-2650, consisting of up 14.2 acres of land, located on Corporate Landing Parkway in the City of Virginia Beach, Virginia, as shown on Exhibit B attached hereto (the "Property"), with the exact amount to be determined after the Authority has determined how much, if any, of the Property it requires for stormwater puposes;

WHEREAS, the terms for the exercise of the Option are summarized on the Summary of Terms, attached hereto as Exhibit A; and

WHEREAS, the Authority is of the opinion that granting the Option will promote the continued development of the Corporate Landing Business Park and is in the Authority's best interests.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY:

1. The Chair or the Vice Chair of the Authority is hereby authorized to execute and deliver an agreement granting an Option to purchase the Property on the terms outlined on

Exhibit A, and such other terms and conditions as may be satisfactory to and approved by the Chair or the Vice Chair, the Director of the City of Virginia Beach Department of Economic Development and the City Attorney.

2. The Chair or the Vice Chair is hereby authorized to execute and deliver all such other documents and agreements and to take all such actions as such officers and City Attorney may deem necessary or desirable in connection with the sale of such Property.

Adopted this 17th day of August, 2021, by the City of Virginia Beach Development Authority.

CITY OF VIRGINIA BEACH
DEVELOPMENT AUTHORITY

By  Secretary/Assistant Secretary

APPROVED AS TO CONTENT:


Economic Development

APPROVED AS TO LEGAL
SUFFICIENCY:


City Attorney

EXHIBIT A

SUMMARY OF TERMS

OPTIONEE: (Purchaser)	Mid-Atlantic NAP, LLC, a Virginia limited liability company (a subsidiary of Assured Communications Advisors International), or a related entity (“Mid-Atlantic”)
OPTIONOR (Landowner):	The City of Virginia Beach Development Authority, a political subdivision of the Commonwealth of Virginia
OPTION PARCEL:	Up to 14.2-acre portion of GPIN: 2415-12-2650 (Corporate Landing Business Park) as shown on <u>Exhibit B</u> . The total acreage will be determined by the Authority after it completes its design for stormwater improvements in that portion of Corporate Landing
OPTION TERM:	One (1) year. Extensions, if any, shall be by mutual agreement of both parties.
OPTION FEE:	\$20,000. Option Fee to be non-refundable if Option is terminated without purchase of the Option Parcel. Option Fee shall be applied against purchase price if the Option Parcel is acquired by Mid-Atlantic.
PURCHASE PRICE:	\$200,000 per useable acre.
RIGHT OF FIRST REFUSAL:	During the second six months of the option term, should a bona fide purchaser make an offer to purchase the Property for an amount in excess of \$200,000 per acre, Optionee shall have the right to match that higher offer if they (Optionee) agree to close on the Property within sixty days.
USE:	Anticipated use is for a cable landing station and international business exchange
COVENANTS & RESTRICTIONS:	Declaration of Protective Provisions and Covenants for Corporate Landing; Corporate Landing Design Criteria for the Business Park; Declaration of Easements; any other covenants, restrictions, and agreements of record.
REAL ESTATE COMMISSION:	N/A

**RESOLUTION OF THE CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY,
PROVIDING INITIAL APPROVAL OF THE ISSUANCE OF UP TO \$110,000,000 OF
REVENUE BONDS FOR THE BENEFIT OF WESTMINSTER-CANTERBURY ON
CHESAPEAKE BAY**

WHEREAS, the City of Virginia Beach Development Authority (the "Authority"), is empowered by Chapter 643 of the Acts of Assembly of 1964, as amended (the "Act"), to issue its revenue bonds to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia (the "Commonwealth") by assisting in the financing and refinancing of medical facilities and facilities for the residence or care of the aged, owned and operated by organizations which are exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Authority has received a request from Westminster-Canterbury on Chesapeake Bay, a Virginia nonstock corporation ("Westminster-Canterbury"), whose address is 3100 Shore Drive, Virginia Beach, Virginia 23451 (the "Community"), to issue its revenue bonds (the "Bonds"), in one or more series at one time or from time to time, to provide funds to Westminster-Canterbury:

(1) to finance and refinance the acquisition, design, construction and equipping of an up to seven-story assisted living and memory care building with additional licensed assisted living apartments, memory support apartments, adult care program and dining venues and other amenities over one level of parking, as well as renovations to the existing East Tower campus to create additional independent living apartments with new lighting, plumbing, HVAC, laundry and finishes; and

(2) to finance and refinance other capital projects at the Community all within the existing structures or existing parking facilities located at the Community and amounts required for reserves, working capital, capitalized interest, costs of issuance and other financing expenses related to the issuance of the Bonds. Items (1) and (2) are collectively referred to as the "Plan of Finance"; and

WHEREAS, preliminary plans for the Plan of Finance have been described to the Authority and a public hearing has been held as required by Section 147(f) of the Code and Section 15.2-4906 of the Code of Virginia of 1950, as amended; and

WHEREAS, Westminster-Canterbury has represented that the estimated cost of undertaking the Plan of Finance will require an issue of revenue bonds, in one or more series at one time or from time to time, in the aggregate principal amount not to exceed \$110,000,000; and

WHEREAS, (1) no Commissioner of the Authority is an officer or employee of Westminster-Canterbury or the City of Virginia Beach, Virginia, (2) each Commissioner has, before entering upon his or her duties during his or her present term of office, taken and subscribed to the oath prescribed by Section 49-1 of the Code of Virginia of 1950, as amended and (3) at the time of their appointments and at all times thereafter, including the date hereof, all of the Commissioners of the Authority have satisfied the residency requirements of the Act; and

WHEREAS, no Commissioner of the Authority has any personal interest or business interest in Westminster-Canterbury, the Bonds, or any of the transactions contemplated therein or has otherwise engaged in conduct prohibited under the Conflict of Interests Act, Chapter 31, Title 2.2 of the Code of Virginia of 1950, as amended, in connection with this resolution or any other official action of the Authority in connection therewith.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY:

1. The Authority hereby finds and determines that the Plan of Finance will be in the public interest and will promote the commerce, safety, health, welfare, convenience or prosperity of the Commonwealth, the City of Virginia Beach, Virginia and their citizens and in particular, will promote the providing of health care facilities and other facilities for the residence and care of the aged in accordance with their special needs.

2. The Authority hereby agrees to assist Westminster-Canterbury in undertaking the Plan of Finance by issuing its Bonds upon terms and conditions mutually agreeable to the Authority and Westminster-Canterbury. The Bonds will be issued pursuant to documents satisfactory to the Authority. The Bonds may be issued in one or more series at one time or from time to time.

3. It having been represented to the Authority that it is necessary to proceed immediately with the Plan of Finance, and the planning therefor, the Authority hereby agrees that Westminster-Canterbury may proceed with the Plan of Finance and take such other steps as it may deem appropriate in connection with the Plan of Finance, provided, however, that nothing in this resolution shall be deemed to authorize Westminster-Canterbury to obligate the Authority without the Authority's consent in each instance to the payment of any moneys or the performance of any acts in connection with the Plan of Finance. The Authority hereby agrees that Westminster-Canterbury may be reimbursed from the proceeds of the Bonds for all expenditures and costs so incurred by it, provided such expenditures and costs are properly reimbursable under the Act and applicable federal laws.

4. At the request of Westminster-Canterbury, the Authority hereby approves McGuireWoods LLP, Richmond, Virginia, as Bond Counsel in connection with the issuance of the Bonds.

5. All costs and expenses in connection with the undertaking of the Plan of Finance, including the fees and expenses of Bond Counsel, shall be paid by Westminster-Canterbury or, to the extent permitted by applicable law, from the proceeds of the Bonds. If for any reason such Bonds are not issued, it is understood that all such expenses shall be paid by Westminster-Canterbury and that the Authority shall have no responsibility therefor.

6. The Authority hereby recommends that the City Council of the City of Virginia Beach, Virginia (the "Council") approve the issuance of the Bonds for the purpose of undertaking the Plan of Finance within 60 days of the date of the adoption of this resolution.

7. Westminster-Canterbury shall indemnify and save harmless the Authority, its officers, Commissioners, counsel, employees and agents, from and against all liabilities, obligations, claims, damages, penalties, fines, losses, costs and expenses in any way connected with Westminster-Canterbury or the issuance of the Bonds.

8. No Bonds may be issued pursuant to this resolution until such time as the issuance of the Bonds has been approved by the Council and a final resolution is approved by the Authority.

9. This resolution shall be effective immediately and shall continue in full force and effect for a period of one year after adoption, unless specifically extended by the Authority.

10. The Authority directs the Secretary to submit to the Council this resolution, Westminster-Canterbury's Fiscal Impact Statement, and a summary of the public hearing held by the Authority, which constitutes the recommendation of the Authority that the Council approve and concur in the Plan of Finance.

[Signature Certificate Follows]

CERTIFICATE

The undersigned Secretary of the City of Virginia Beach Development Authority (the "Authority"), hereby certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the Commissioners of the Authority at a meeting duly called and held on August 17, 2021, in accordance with law, and that such resolution has not been repealed, revoked, rescinded or amended but is in full force and effect on the date hereof.

WITNESS the following signature and seal of the Authority as of August 17, 2021.



Secretary

[SEAL]

**RESOLUTION OF THE CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
AUTHORIZING THE ISSUANCE AND SALE OF REVENUE BONDS IN AN AMOUNT
NOT TO EXCEED \$110,000,000 FOR THE BENEFIT OF WESTMINSTER-
CANTERBURY ON CHESAPEAKE BAY BY PUBLIC SALE**

WHEREAS, the City of Virginia Beach Development Authority (the "Authority"), a political subdivision of the Commonwealth of Virginia (the "Commonwealth"), is empowered by Chapter 643 of the Acts of Assembly of 1964, as amended (the "Act"), to issue its revenue bonds to protect and promote the health and welfare of the inhabitants of the Commonwealth by assisting in the financing and refinancing of medical facilities and facilities for the residence or care of the aged, owned and operated by organizations which are exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Authority has received a request from Westminster-Canterbury on Chesapeake Bay, a Virginia nonstock corporation ("Westminster-Canterbury"), whose address is 3100 Shore Drive, Virginia Beach, Virginia 23451 (the "Community") requesting the Authority to issue and sell its revenue bonds (the "Bonds") from time to time and in one or more series, pursuant to the Act, to provide funds to Westminster-Canterbury:

(1) to finance and refinance the acquisition, design, construction and equipping of an up to seven-story assisted living and memory care building with additional licensed assisted living apartments, memory support apartments, adult care program and dining venues and other amenities over one level of parking, as well as renovations to the existing East Tower campus to create additional independent living apartments with new lighting, plumbing, HVAC, laundry and finishes; and

(2) to finance and refinance other capital projects at the Community all within the existing structures or existing parking facilities located at the Community and amounts required for reserves, working capital, capitalized interest, costs of issuance and other financing expenses related to the issuance of the Bonds. Items (1) and (2) are collectively referred to as the "Plan of Finance"; and

WHEREAS, on August 17, 2021, an inducement resolution was adopted by the Authority and a public hearing was held as required by Section 147(f) of the Code, and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code"); and

WHEREAS, the Authority desires to authorize the issuance of the Bonds, and the documents evidencing and securing the Bonds, subject to the approval of the City Council of the City of Virginia Beach, Virginia (the "Council"), as required by Section 15.2-4906(C) of the Virginia Code; and

WHEREAS, the Authority will issue the Bonds pursuant to a Trust Agreement (the "Trust Agreement"), between the Authority and a bond trustee to be selected by Westminster-Canterbury (the "Bond Trustee"); and

WHEREAS, the Authority will loan the proceeds of the Bonds to Westminster-Canterbury pursuant to a Loan Agreement (the "Loan Agreement"), among the Authority and Westminster-Canterbury, and Westminster-Canterbury will evidence its payment obligations with respect to the Bonds by a promissory note from Westminster-Canterbury to the Authority in the principal amount equal to the principal amount of the Bonds (the "Note"); and

WHEREAS, the Bonds are expected to be offered for sale by B.C. Ziegler and Company ("Ziegler"), or a group of underwriters managed by such firm (collectively the "Underwriters"), pursuant to a Bond Purchase Agreement (the "Bond Purchase Agreement") dated the date of its execution and delivery, among the Authority, Westminster-Canterbury and Ziegler on behalf of itself or as a representative for the Underwriters; and

WHEREAS, the Bonds will be offered for sale by the Underwriters and there will be a disclosure document in the form of an official statement in preliminary form to be dated the date of its delivery (the "Preliminary Official Statement"), prepared under the direction of Westminster-Canterbury in connection with the offering and sale of the Bonds; and

WHEREAS, the Authority will assign the Note to the Bond Trustee pursuant to the Trust Agreement; and

WHEREAS, there have been presented to this meeting drafts of the following instruments (the "Authority Documents") which the Authority proposes to execute or approve to carry out the issuance and sale of the Bonds, copies of which instruments shall be filed with the records of the Authority:

- (a) Trust Agreement, including the forms of the Bonds;
- (b) Loan Agreement;
- (c) Note, with the Authority's assignment thereof;
- (d) Bond Purchase Agreement; and
- (e) Preliminary Official Statement.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY:

1. The Authority hereby finds and determines that the Plan of Finance will be in the public interest and will promote the commerce, safety, health, welfare, convenience or prosperity of the Commonwealth, and the City of Virginia Beach, Virginia (the "City") and their citizens and in particular will promote the provision of health care facilities and other facilities for the residence and care of the aged in accordance with their special needs.

2. The issuance of the Bonds, to be styled the "City of Virginia Beach Development Authority, Residential Care Facility Revenue Bonds (Westminster-Canterbury on Chesapeake Bay)" (with an appropriate series designation) for the purpose of financing the costs associated with the Plan of Finance is hereby authorized and approved, subject to the approval of the Council, as required by Section 15.2-4906(C) of the Virginia Code.

3. The Bonds shall be issued in a principal amount not to exceed \$110,000,000, shall have a maximum true interest cost of not more than 6.00% per annum, shall mature no later than July 1, 2061, and shall be substantially in the form attached as an exhibit to the Trust Agreement and shall be issued upon the terms set forth in the Trust Agreement.

4. The Bonds and the other Authority Documents are hereby approved in substantially the forms submitted to this meeting, with such changes as may be approved, with the advice of counsel to the Authority, by the Chair or Vice Chair of the Authority, whose approval shall be evidenced conclusively by the execution and delivery of the Authority Documents.

5. The execution, delivery and performance by the Authority of the Authority Documents are hereby authorized and approved. The execution of the Bonds and delivery against payment therefor, the amount of such payment to be disbursed in accordance with the terms of the Trust Agreement, are authorized.

6. The Chair and the Vice Chair of the Authority, either of whom may act, are each authorized to execute, on behalf of the Authority, the Bonds and the other Authority Documents, and, if required, the Secretary and Assistant Secretary of the Authority, either of whom may act, are each authorized to affix the seal of the Authority to the Bonds and the other Authority Documents (as needed) and to attest such seal.

7. The use and distribution by the Underwriters of the Preliminary Official Statement in the form on file with the Authority are in all respects authorized, ratified and approved. For purposes of Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c2-12"), the Chair or Vice Chair of the Authority, either of whom may act, are authorized to deem the Preliminary Official Statement relating to the Bonds final except for information permitted to be omitted under paragraph (b)(1) of such Rule. The Chair and Vice Chair of the Authority, either of whom may act, are authorized and directed to execute and deliver the Authority's approval of the final official statement (the "Official Statement") upon approval of its form, terms and conditions. Such officer's execution shall constitute conclusive evidence of his approval of such form, terms and conditions. Execution of the final Official Statement shall constitute conclusive evidence that the Official Statement has been deemed final within the meaning of Rule 15c2-12.

8. The use and distribution by the Underwriters of the Official Statement are hereby authorized and approved. The Official Statement shall be in substantially the form of the Preliminary Official Statement submitted to this meeting, which is hereby approved, with such completions, omissions, insertions and changes as may be approved by the Chair or Vice Chair, either of whom may act, and whose execution thereof shall constitute conclusive evidence of his or her approval of such form, terms and conditions.

9. The Chair and the Vice Chair of the Authority, either of whom may act, are authorized to execute and deliver on behalf of the Authority such instruments, documents or certificates, including but not limited to a tax compliance certificate and an Internal Revenue Service Form 8038, and to do and perform such things and acts, as they shall deem necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Bonds, the other Authority Documents or such instruments, documents or certificates, and all of the foregoing, previously done or performed by such officers of the Authority, are in all respects approved and confirmed.

10. Each officer of the Authority is authorized to execute and deliver on behalf of the Authority such instruments, documents or certificates, and to do and perform such things and acts, as he or she deems necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Bonds, the other Authority Documents or such instruments, documents or certificates, and all of the foregoing, previously done or performed by such officers of the Authority, are in all respects approved, ratified and confirmed.

11. The Bonds and the other Authority Documents shall provide that neither the Commonwealth nor any political subdivision thereof, including the Authority and the City, shall be obligated to pay the obligations under the Bonds and the other Authority Documents except from the revenues, receipts and payments pledged therefor, and that neither the faith and credit nor the taxing power of the Commonwealth or any political subdivision thereof, including the Authority and the City, is pledged to the payment of such obligations. All costs and expenses of the Authority in connection with the issuance of the Bonds and actions taken pursuant to this Resolution, including the fees and expenses of counsel to the Authority, will be paid by Westminster-Canterbury or paid from the proceeds of the Bonds.

12. The Authority determines that the issuance of the Bonds in accordance with the terms of the Trust Agreement and all actions of the Authority contemplated thereunder will be in furtherance of the purposes for which the Authority was organized.

13. No Bonds may be issued pursuant to this Resolution until such time as the issuance of the Bonds has been approved by the Council.

14. Subject to paragraph 13, this Resolution shall take effect immediately upon its adoption.

CERTIFICATE

The undersigned Secretary of the City of Virginia Beach Development Authority (the "Authority"), hereby certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the Commissioners of the Authority at a meeting duly called and held on August 17, 2021, in accordance with law, and that such resolution has not been repealed, revoked, rescinded or amended but is in full force and effect on the date hereof.

WITNESS the following signature and seal of the Authority as of August 17, 2021.



Secretary

[SEAL]