

**COMMONWEALTH OF VIRGINIA
VIRGINIA PUBLIC BUILDING AUTHORITY
Board of Directors Meeting**

February 14, 2019

2:00 p.m.

3rd Floor Conference Room (Treasury Board Conference Room)
James Monroe Building
101 North 14th Street
Richmond, Virginia

Members Present: Suzanne S. Long, Chairman
Carolyn L. Bishop
Manju S. Ganeriwala
John A. Mahone
Ann H. Shawver

Members Absent: David A. Von Moll
Sarah B. Williams

Others Present:	Janet Aylor	Department of Treasury
	Bradley L. Jones	Department of Treasury
	Sherwanda Cawthorn	Department of Treasury
	David Swynford	Department of Treasury
	Jay Mahone	Department of Treasury
	Megan Gilliland	Kaufman & Canoles
	Peyton Stroud	Kaufman & Canoles
	Dianne Klaiss	Frasca & Associates, LLC
	Sonia Toledo	Frasca & Associates, LLC
	Don Ferguson	Office of the Attorney General

CALL TO ORDER

With a quorum present, Ms. Long, the Chairman, called the meeting to order at 2:07 p.m.

APPROVAL OF AGENDA

Chairman Long asked if there were any changes to the planned Agenda. Hearing none, she asked for a motion to approve the Agenda as presented. Ms. Bishop made a motion to approve the Agenda as presented. Mr. Mahone seconded the motion with unanimous approval by the Board. (Attachment A)

PUBLIC COMMENT

The Chairman invited the members of the public to address the Board with any public comment. There were no public comments.

WELCOME NEW BOARD MEMBER

Chairman Long welcomed newly appointed Board member, Ms. Ann Shawver. The Chair provided an overview of Ms. Shawver's accounting background and city government experience. Chairman Long commented that Ms. Shawver's experience is an asset to the Board.

APPROVAL OF MINUTES

Chairman Long asked if there were any changes or revisions to the March 13, 2018 meeting minutes. Hearing none, she asked for a motion to approve the March 13, 2018 meeting minutes. Ms. Bishop made the motion to approve the minutes as presented. Ms. Ganeriwala seconded the motion with unanimous approval by the Board. (Attachment B)

ELECTION OF OFFICERS

Chairman Long directed the Board members to the next item of business, nominations and approvals of officers for the Virginia Public Building Authority ("VPBA").

The Chairman solicited nominations for the positions of Secretary/Treasurer and Assistant Secretary/Treasurers #1 and #2. Ms. Bishop nominated the Treasurer (Ms. Ganeriwala) as Secretary/Treasurer, Ms. Aylor (Director of Debt Management) as Assistant Secretary/Treasurer #1 and Mr. Jones (Assistant Director of Debt Management) as Assistant Secretary/Treasurer #2. Mr. Mahone made a motion to elect the nominees, which was seconded by Ms. Shawver and passed with unanimous approval by the Board. (Attachment C)

Under the next order of business, the Chairman asked for nominations for Vice-Chairman of the Board. Ms. Ganeriwala nominated Ms. Carolyn Bishop to serve as Vice-Chairman of the VPBA Board. Mr. Mahone made the motion; the motion was seconded by Ms. Shawver and was unanimously approved by the Board. (Attachment D)

PRESENTATION OF SUMMARY OF THE DEBT CAPACITY ADVISORY COMMITTEE'S DECEMBER 2018 REPORT TO THE GOVERNOR AND GENERAL ASSEMBLY

Chairman Long said Mr. Mahone had requested staff provide an overview of the annual Debt Capacity Advisory Committee ("DCAC") December 2018 Report. Mr. Jones noted a complete copy of the Report (Exhibit 1) was included in the Board package. In his summary, Mr. Jones said up to \$671 million in additional debt can be authorized and issued in fiscal years 2019 and 2020. He noted the Governor's introduced budget contained approximately \$570 million of tax-supported debt. Mr. Jones added that the recommendation takes into account all debt already authorized but not issued. The Board also reviewed comparative ratios and Mr. Mahone noted Virginia is above its triple-triple-A peers.

Mr. Mahone complimented Mr. Jones on the DCAC Report.

RATIFICATION OF SELECTION OF FINANCIAL ADVISOR

Chairman Long asked Mr. Jones to provide an overview to the Board regarding the selection of the VPBA's financial advisor. Mr. Jones reminded the Board of their prior motion that set forth action and reviewed the RFP process and selection. He explained that a selection was made following the RFP scoring and after consultation with general counsel and with each Board member. He noted Frasca and Associates, LLC was selected and a ratification is being sought.

The Chair turned the meeting over to the two representatives of Frasca & Associates, LLC, Dianne Klaiss and Sonia Toledo. They provided a background of Frasca and their individual experiences.

Chairman Long asked for a motion to ratify the selection. Ms. Bishop made the motion to approve and ratify the selection of Frasca and Associates, LLC as the VPBA's financial advisor. The motion was seconded by Mr. Mahone with unanimous approval of the Board. (Attachment E)

UPDATE OF VARIABLE RATE DEBT PROGRAM

Chairman Long then asked Ms. Toledo and Ms. Klaiss to update the Board on the Authority's Variable Rate Debt Bond ("VRDB"). Ms. Toledo and Ms. Klaiss referred to a handout in the Board package. (Exhibit 2) Frasca's review of the Authority's VRDB indicated that the variable rate exposure continues to be a good option for the Authority. Frasca's recommendation is that the 2005D bonds remain in variable rate mode. Mr. Mahone made the observation that had the Authority pursued additional variable rate debt in the past, it would have outperformed a fixed rate issue. Ms. Shawver suggested that there may still be opportunities to diversify and utilize variable rate instruments. Mr. Jones responded that staff continues to monitor the market for opportunities and analyzes its projects to determine if there is a particular one that might benefit from a variable rate financing. He noted the market and projects will continue to be monitored.

CONSIDERATION OF RESOLUTION AUTHORIZING VPBA SERIES 2019 BONDS

Chairman Long asked Mr. Jones to review the information for the proposed Series 2019A, B and C Bonds. (Exhibit 3) Mr. Jones reviewed the Preliminary Financing Summary for the proposed issuance. He noted the VPBA is planning to issue three series of bonds. Project fund deposits of approximately \$205 million for a tax-exempt series, \$152.5 million for an AMT series and \$25 million for a taxable series are planned. Mr. Jones stated the Series 2019 Bonds are scheduled to price competitively on March 13, 2019 and to close on April 2, 2019. He noted that as of February 5, the estimated all-in-true-interest costs were as follows: 3.213% for 2019A; 3.455% for 2019B; 3.812% for 2019C; and 3.350% for the Combined Series 2019 Bonds. He then reviewed the Preliminary Official Statement, Notices of Sale, 37th Supplemental Indenture, Bond Purchase Agreement and the Facilities Agreement documents.

Megan Gilliland, the Authority's bond counsel, representing Kaufman & Canoles, reviewed the Resolution. (Attachment F) After Ms. Gilliland's review of the Resolution, Chairman Long asked for a motion to approve the Resolution authorizing the issuance, sale and award of VPBA's Series 2019 Bonds. Ms. Bishop made the motion to approve the Resolution. Ms. Shawver seconded the motion with unanimous approval from the Board. (Attachment G)

OTHER BUSINESS

Ms. Cawthorn presented the Final Financing Summary (Exhibit 4) of the VPBA's Series 2018A and B Bonds.

The Series 2018A Bonds had a final par amount of \$160,605,000, and the Series 2018B Bonds, which were issued on a taxable basis, had a final par amount of \$17,400,000. Both series of bonds priced competitively on April 17, 2018 and had a closing date of May 8, 2018.

The 2018A Bonds had an All-in TIC of 3.169%. The 2018B Bonds had an All-in TIC of 3.644%. The Authority received ratings of AA+, Aa1, and AA+ from Fitch Ratings, Moody's Investors Service, and S&P Global Ratings.

The Senior Managing Underwriter for the Series 2018A Bonds was Jefferies LLC. The Senior Managing Underwriter for the Series 2018B Bonds was Robert W. Baird & Co.

The total costs of issuance were \$212,679, a decrease from the estimated \$257,000 in the Preliminary Financing Summary presented in March 2018.

Chairman Long asked if there was any other business to come before the Board. No other business was brought before the Board.

ADJOURNMENT

The Chairman then announced the adjournment of the meeting.
The meeting adjourned at 3:04 p.m.

Respectfully submitted,
Bradley L. Jones
Assistant Secretary/Treasurer #2

Exhibits may be obtained by contacting the Department of Treasury at (804) 225-2142.

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – FEBRUARY 14, 2019**

MOTION TO APPROVE FEBRUARY 14, 2019 MEETING AGENDA

I move to approve the Agenda as presented.

Motion: Ms. Bishop

Second: Mr. Mahone

Approval (Yes/No): Yes

Yeas: Unanimous

Nays:

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – FEBRUARY 14, 2019**

MOTION TO APPROVE MARCH 13, 2018 BOARD MEETING MINUTES

I move to approve the Minutes of the March 13, 2018 Board Meeting as presented.

Motion: Ms. Bishop

Second: Ms. Ganeriwala

Approval (Yes/No): Yes

Yeas: Unanimous

Nays:

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – FEBRUARY 14, 2019**

**MOTION TO ELECT SECRETARY/TREASURER AND
ASSISTANT SECRETARY/TREASURERS #1 AND #2**

CHAIR: We will now solicit nominations for the positions of Secretary/Treasurer, and Assistant Secretary/Treasurers #1 and #2 of the Virginia Public Building Authority.

BISHOP: I nominate the Treasurer of Virginia to serve as Secretary/Treasurer, the Director of Debt Management to serve as Assistant Secretary/Treasurer #1 and the Assistant Director of Debt Management to serve as Assistant Secretary/Treasurer #2 of the Authority, effective immediately.

CHAIR: Is there a motion to elect the nominees as Secretary/Treasurer, and Assistant Secretary/Treasurers #1 and #2 effective immediately?

MAHONE: I move to elect the Treasurer of Virginia to serve as Secretary/Treasurer, the Director of Debt Management as Assistant Secretary/Treasurer #1 and the Assistant Director of Debt Management as Assistant Secretary/Treasurer #2 of the Virginia Public Building Authority, effective immediately.

CHAIR: Is there a second to the motion?

SHAWVER: I second the motion.

CHAIR: All those in favor of the motion signify by saying "Yea". Opposed signify by saying "Nay". Let the record show that the Treasurer of Virginia has been duly elected Secretary/Treasurer, the Director of Debt Management has been duly elected as Secretary/Treasurer #1, and the Assistant Director of Debt Management has been duly elected as Secretary/Treasurer #2 of the Virginia Public Building Authority, effective immediately.

Motion: Mr. Mahone

Second: Ms. Shawver

Approval (Yes/No): Yes

Yeas: Unanimous

Nays:

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – FEBRUARY 14, 2019**

MOTION TO ELECT VICE-CHAIR

- CHAIR:** We will now solicit nominations for the position of Vice-Chair of the Virginia Public Building Authority.
- GANERIWALA:** I nominate Ms. Carolyn Bishop to serve as Vice-Chair of the Authority, effective immediately.
- CHAIR:** Are there any other nominations for Vice-Chair?
- CHAIR:** Is there a motion to elect the nominee as Vice-Chair, effective immediately?
- MAHONE:** I move to elect Ms. Carolyn Bishop as Vice-Chair of the Virginia Public Building Authority, effective immediately.
- CHAIR:** Is there a second to the motion?
- SHAWVER:** Madam Chair, I second the motion.
- CHAIR:** All those in favor of the motion signify by saying "Yea". Opposed signify by saying "Nay". Let the record show that Ms. Carolyn Bishop has been duly elected as Vice-Chair of the Virginia Public Building Authority, effective immediately.

Motion: Mr. Mahone

Second: Ms. Shawver

Approval (Yes/No): Yes

Yeas: Unanimous

Nays:

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – FEBRUARY 14, 2019**

MOTION TO RATIFY SELECTION OF FINANCIAL ADVISOR

I move to approve and ratify the State Treasurer's actions, following an RFP process, to select Frasca & Associates, LLC as the Virginia Public Building Authority's Financial Advisor and the execution of a contract for an initial term of three years, with two options for one-year renewals.

Motion: Ms. Bishop

Second: Mr. Mahone

Approval (Yes/No): Yes

Yeas: Unanimous

Nays:

**RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND
AWARD OF PUBLIC FACILITIES REVENUE
BONDS BY THE VIRGINIA PUBLIC BUILDING AUTHORITY**

WHEREAS, the Virginia Public Building Authority Act of 1981, Article 6, Chapter 22, Title 2.2, Code of Virginia of 1950, as amended (the “Act”), among other things, empowers the Virginia Public Building Authority (the “Authority”) to issue revenue bonds and refunding bonds to finance and refinance the acquisition, construction, improvement, furnishing and equipping of various public facilities for use by the Commonwealth of Virginia (the “Commonwealth”) and its agencies and to finance the Commonwealth’s payment of the costs of certain capital projects made pursuant to applicable Virginia law (together, the “Projects”) and to pay the costs of issuance of such bonds;

WHEREAS, the Authority has entered into (a) a Master Indenture of Trust, dated as of April 15, 1997 (as amended and supplemented from time to time, the “Master Indenture”), with Signet Trust Company (predecessor in interest to The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A.) as trustee (the “Trustee”), providing for the issuance from time to time of the Authority’s Public Facilities Revenue Bonds, and (b) a Payment Agreement, dated as of April 15, 1997, with the Treasury Board of the Commonwealth (the “Treasury Board”) providing for certain amounts appropriated by the General Assembly in its discretion to be paid to the Authority to make payments of debt service on bonds issued under the Master Indenture;

WHEREAS, in furtherance of the purposes of the Act, the Authority has determined to issue under the Master Indenture its Public Facilities Revenue Bonds, in one or more series or sub-series with appropriate year and series designations as provided herein, which series may be issued, as federally tax-exempt or taxable bonds, as applicable (the “Bonds”), to (a) finance the acquisition, construction, improvement, rehabilitation, furnishing and equipping of various public facilities for use by the Commonwealth and its agencies, (b) finance the Commonwealth’s payment of the costs of certain grants and of regional and local jail and juvenile detention facility projects, and (c) pay costs of issuance of the Bonds;

WHEREAS, a determination will be made closer to the time or times the Authority enters the market with the Bonds whether to offer and sell such bonds pursuant to a competitive bidding process or a negotiated underwriting or a combination of both, based on then-existing capital market or other economic and financial conditions and considering the advice of Frasca & Associates, LLC, as financial advisor to the Authority (the “Financial Advisor”);

WHEREAS, a public hearing was previously held on August 19, 2016 relating to certain of the Projects to the extent required under Section 147 of the Internal Revenue Code of 1986, as amended (the “Code”), following the required public notice, for the financing of such Projects with the proceeds of qualified tax-exempt private activity bonds, and, in accordance with Section 147(f) of the Code, the Governor of the Commonwealth of Virginia consented on September 22, 2016 to the issuance of such qualified tax-exempt private activity bonds;

WHEREAS, there have been presented to the Authority at this meeting and filed with its records drafts of the following documents:

(a) Preliminary Official Statement, to be dated the date of its distribution (the “Preliminary Official Statement” and which may include one or more Preliminary Official Statements if the Authority determines to offer Bonds at different times in different offerings), with respect to the offering of the Bonds, describing, among other things, the Bonds, the security therefor, the Authority and the Projects anticipated to initially be financed with the Bonds;

(b) Notices of Sale for the Bonds, to be dated the date of the Preliminary Official Statement (the “Notices of Sale”), to be used for a competitive sale of all or any portion of the Bonds, setting forth the structure and terms of the sale of the Bonds and of the award by the Authority through a competitive bidding process;

(c) Bond Purchase Agreement, to be dated the date of its execution and delivery (the “Bond Purchase Agreement”), between the Authority and the Underwriters (as defined below), to be used in the event of a negotiated sale of all or any portion of the Bonds as provided in this Resolution, setting forth the structure and terms of a negotiated sale of the Bonds;

(d) Thirty-Seventh Supplemental Indenture of Trust, to be dated the date determined by the State Treasurer (the “Thirty-Seventh Supplemental Indenture”), between the Authority and the Trustee, including the form of Bonds as an exhibit, authorizing the issuance of the Bonds in one or more series and providing for the security therefor, pursuant to the terms of the Master Indenture, and containing the Projects anticipated to be financed with the proceeds of the Bonds;

(e) Continuing Disclosure Agreement in connection with the issuance of the Bonds (the “Continuing Disclosure Agreement”) for the purpose of providing certain information for the benefit of holders of such Bonds; and

(f) The forms of Facilities Agreement and Amendment to Facilities Agreement with respect to the Projects or managing agents already parties to prior facilities agreements (together, such facilities agreements and amendments, as applicable, the “Facilities Agreements”), providing for certain matters regarding the operation and use of such projects; provided, however, that the departments, agencies and institutions of the Commonwealth amending a Facilities Agreement will be those acting as managing agents with respect to applicable Projects or prior Authority projects.

NOW, THEREFORE, BE IT RESOLVED BY THE VIRGINIA PUBLIC BUILDING AUTHORITY THAT:

1. Preliminary Official Statement. The Preliminary Official Statement, in substantially the form presented at this meeting with such completions, omissions, additions and changes as shall be approved by the State Treasurer (the Secretary/Treasurer of the Authority) or her staff in connection with each offering and sale of the Bonds, including without limitation issuance of a series of Bonds as federally taxable, the interest on which will be includable in gross income of the holders thereof for federal income tax purposes, and the financing of the Projects, is approved

and the distribution thereof is authorized, including any such completions, omissions, additions and changes as shall be necessary or appropriate in connection with either a negotiated or competitive sale(s) of the Bonds and in one or more series or sub-series and from time to time, all as further described below. The Authority authorizes the State Treasurer, or such other officer of the Authority as the State Treasurer may designate, to deem the Preliminary Official Statement final as of its date or dates for purposes of Securities and Exchange Commission Rule 15c2-12 (the "Rule"), and distribution of the 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 as permitted by the Rule.

2. Determination of Manner of Sale. Depending on market and other economic and financial conditions, the Authority may sell all or any portion of the Bonds through a negotiated sale, a competitive sale or a combination of both. The Authority hereby delegates to the State Treasurer, or such other officer of the Authority as the State Treasurer may designate, with respect to the Bonds, the power to determine the manner of sale, as will best effect the provisions of the Act and this Resolution, and to select any underwriters, including syndicate members, for such Bonds (the "Underwriters") through a competitive process of her choosing. In connection therewith, the State Treasurer, or such other officer of the Authority as the State Treasurer may designate, may provide for the sale of the Bonds in one or more series or sub-series from time to time with differing senior book-running Underwriters or by competitive sale for each such series or sub-series and different or multiple offering or purchase documents if necessary, desirable or in connection with the issuance of the Bonds, if in her sole discretion market conditions and other conditions so warrant.

3. Notices of Sale. If all or any portion of the Bonds are to be sold through a competitive sale, the Notices of Sale in substantially the form presented at this meeting, with such completions, omissions, additions and changes as shall be approved by the State Treasurer or her staff in connection with the offering and sale of the Bonds, including the receipt of bids electronically, is approved and the distribution and advertisement thereof is authorized.

4. Issuance and Sale of the Bonds. Pursuant to the Act, the Authority authorizes the issuance of the Bonds in one or more series in accordance with the Master Indenture and the Thirty-Seventh Supplemental Indenture and the sale thereof through either a competitive or negotiated sale in order to finance Projects; *provided, however*, that:

- (a) the aggregate stated principal amount of the Bonds shall not exceed \$400 million, whether issued as federally tax-exempt bonds, taxable bonds or a combination of both;
- (b) the final stated maturity of the Bonds is not later than August 1, 2039;
- (c) the "true" interest cost of any series of the Bonds shall not exceed (i) 4.80% for Bonds issued on a taxable basis, or (ii) 4.50% for Bonds issued on a tax-exempt basis, taking into account original issue discount or premium, if any;
- (d) if sold through a competitive sale, the Bonds shall be sold at a price not less than (i) 99.0% of the aggregate principal amount thereof for the Bonds issued on a taxable basis, or (ii) 98.0% of the aggregate principal amount thereof for the Bonds issued on a tax-exempt basis; and

(e) if sold through a negotiated sale, the Bonds shall not be sold to the Underwriters with an underwriter's discount in excess of 1.0% of their aggregate principal amount.

5. Delegation to State Treasurer; Award of Bonds. The Authority hereby delegates to the State Treasurer, or such other officer of the Authority as the State Treasurer may designate, subject to and within the limitations set forth in this Resolution, the power with respect to the Bonds to determine and carry out the following:

(a) to determine the manner of sale as set forth in paragraph 2, which may consist of a combined competitive and negotiated sale, including the selection of the Underwriters, if applicable;

(b) to determine and approve the details of the Bonds, including, without limitation, the application of their proceeds to the differing purposes described above, the determination to sell the Bonds in one or more series or sub-series, their appropriate series designation, whether in consultation with bond counsel a series of Bonds will be issued as federally taxable, the interest on which will be includable in gross income of the holders thereof for federal income tax purposes, aggregate principal amount, maturity or maturities (including which Bonds, if any, are term bonds and the sinking fund installments therefore), price or prices, interest rate or rates, redemption provisions and the price(s) at which the Bonds are to be sold to the Winning Bidders (as defined below) or the Underwriters, as applicable, as will best effect the purposes and provisions of the Act and this Resolution;

(c) to approve the form of all documents that are appropriate to carry out the contemplated financing;

(d) to deem the Preliminary Official Statement final as of its date or dates as contemplated in paragraph 1 hereof and to complete the Preliminary Official Statement as an Official Statement in final form as contemplated in paragraph 7 hereof;

(e) to postpone or cancel the sale of all or any portion of the Bonds or change the dated date of the Bonds (including their name or series or sub-series designation) and the documents herein approved, if in her sole discretion market and other conditions so warrant;

(f) if any portion of the Bonds is sold through a competitive sale, to award such Bonds to the respective and responsive bidder(s) whose bids offer to purchase the Bonds at the lowest true interest cost to the Authority as determined by the Financial Advisor (the "Winning Bidders" and the "Winning Bids"), all in accordance with the terms of the Notices of Sale, including the receipt of bids electronically; and

(g) to take all such further action as may be necessary or desirable for the issuance, sale and delivery of the Bonds.

6. Thirty-Seventh Supplemental Indenture, Bond Purchase Agreement and Facilities Agreements. The Thirty-Seventh Supplemental Indenture, the Bond Purchase Agreement and the Facilities Agreements shall be in substantially the forms presented at this meeting, which are

approved, with such completions, omissions, additions and changes, including those necessary to reflect any Bonds issued as federally taxable, the interest on which will be includable in gross income for federal income tax purposes, the Projects, as applicable, and the specifics determined in accordance with paragraphs 2, 3, 4 and 5 hereof, and the Winning Bids or the Bond Purchase Agreement, as applicable, as shall be approved by the Chairman, Vice-Chairman or Secretary/Treasurer of the Authority. The Chairman, the Vice-Chairman or the Secretary/Treasurer, any of whom may act, is authorized and directed to execute the Thirty-Seventh Supplemental Indenture, the Bond Purchase Agreement, if applicable, and the Facilities Agreements, which execution shall constitute conclusive evidence of approval of any such completions, omissions, additions and changes, and to determine the Projects from time to time to be financed with proceeds of the Bonds and the respective managing agents, including the addition of new projects and managing agents for financing with proceeds of the Bonds, provided that any such project must be authorized for Authority financing. The Thirty-Seventh Supplemental Indenture may have a different and additional numbered supplemental designation if necessary, desirable or in connection with the issuance of Bonds such that separate supplemental indentures may be used and are hereby authorized for any separate series or sub-series of bonds. The executed Supplemental Indenture shall be delivered to the Trustee.

7. Official Statement. The Authority authorizes and directs the State Treasurer and her staff to complete the Preliminary Official Statement as an official statement in final form (the “Official Statement”). The Chairman or Vice-Chairman of the Authority, either of whom may act, is authorized and directed to execute the Official Statement, which execution shall constitute conclusive evidence of approval of the Official Statement and that the Authority has deemed it final within the meaning of the Rule. The Authority authorizes and directs its staff to arrange for the delivery to the Winning Bidders or the Underwriters, as applicable, of a reasonable number of copies of the Official Statement, within seven business days after the sale date of the related Bonds, for distribution by the Winning Bidders or the Underwriters, as applicable, to each potential investor requesting a copy thereof and to each person to whom the Winning Bidders or the Underwriters, as applicable, initially sells Bonds. The Authority authorizes and approves the distribution of the Official Statement by the Winning Bidders or the Underwriters, as applicable.

8. Continuing Disclosure. The Authority covenants to undertake ongoing disclosure and provide “annual financial information” and “material event notices” in accordance with the Continuing Disclosure Agreement for the benefit of holders of the Bonds to assist the Winning Bidders or the Underwriters, as applicable, in complying with the Rule. The Authority authorizes and directs the Chairman, Vice Chairman, State Treasurer or such other officer of the Authority as the State Treasurer may designate, any one of whom may act, to execute the Continuing Disclosure Agreement in substantially the form presented to this meeting, which is approved with such completions, omissions, insertions and changes as the executing officer may approve. Execution of the Continuing Disclosure Agreement shall constitute conclusive evidence of approval of any such completions, omissions, insertions and changes.

9. Preparation of Bonds. The Chairman or the Vice-Chairman of the Authority, either of whom may act, and the Secretary/Treasurer or Assistant Secretary/Treasurer of the Authority, either of whom may act, are authorized and directed (a) to have the Bonds prepared and executed pursuant to the Master Indenture and the Thirty-Seventh Supplemental Indenture, (b) to deliver them to the Trustee for authentication, and (c) to cause the Bonds so executed and authenticated to be

delivered to, or for the account of, the Winning Bidders or the Underwriters, as applicable, upon payment therefor.

10. Other Undertakings. The Authority authorizes and directs its staff, the Financial Advisor, and its bond counsel, Kaufman & Canoles, a Professional Corporation: (a) to prepare all documentation and take all action necessary or desirable to bring the Bonds to market through a competitive or negotiated sale as soon as practicable, (b) to advertise the Bonds for sale, and (c) to take such actions as shall be necessary or appropriate to obtain a rating or ratings for the Bonds from Fitch Ratings Inc., Moody's Investors Service and/or S&P Global Ratings.

11. Other Documents. The Authority further authorizes and directs its officers to execute and deliver all certificates, instruments and documents and to take such further action as they may consider necessary or desirable in connection with the issuance and sale of the Bonds, including, without limitation, execution and delivery of any applicable non-arbitrage certificate and tax compliance agreement setting forth the expected use and investment of proceeds of the Bonds issued as federally tax-exempt to show that such expected use and investment will not violate the provisions of Section 148 of the Code, and the regulations issued pursuant thereto, applicable to "arbitrage bonds," making any elections that such officers deem desirable regarding any provision requiring rebate to the United States of arbitrage profits earned on the investment of proceeds of the Bonds, providing for payment of any such rebate amount and providing for ongoing compliance to maintain the tax-exempt status of the Bonds, in particular setting forth written procedures for monitoring post-issuance compliance with requirements of the Code and the regulations issued pursuant thereto applicable to tax-exempt obligations, including necessary or desirable remedial actions, in accordance with the Authority's Post-Issuance Compliance Policy for Tax-Exempt Qualified Obligations (adopted by the Authority on January 19, 2010).

12. Other Actions. The Authority approves and confirms all other actions of its officers and staff that are in conformance with the purpose or intent of this Resolution and in furtherance of the issuance and sale of the Bonds.

13. Official Intent. In adopting this resolution authorizing the issuance of the Bonds, the Authority declares and reaffirms its official intent and that of the Virginia General Assembly to issue the Bonds and provide moneys to reimburse the Authority and/or the Commonwealth for expenditures with respect to the various Projects, as contemplated by the specific authorizing legislation and by Treasury Regulations 1.150-2 promulgated pursuant to the Code.

14. Conflicting Resolutions. All resolutions or parts of resolutions in conflict herewith are repealed.

15. Effective Date. This Resolution shall take effect immediately upon its adoption and shall continue in full force and effect for a period of one year, unless specifically extended or all of the Bonds are issued for the specific purposes set forth herein, and further it being the intent of this Resolution that the issuance of one or more series of Bonds does not preclude one or more subsequent and separate issuance(s) of Bonds from time to time up to the maximum amount(s) herein authorized to finance Projects as authorized above.

**VIRGINIA PUBLIC BUILDING AUTHORITY
BOARD MEETING – FEBRUARY 14, 2019**

MOTION TO APPROVE THE RESOLUTION AUTHORIZING VPBA BONDS

I move to approve the Resolution Authorizing the Issuance, Sale, and Award of Public Facilities Revenue Bonds by the Virginia Public Building Authority.

Motion: Ms. Bishop

Second: Ms. Shawver

Approval (Yes/No): Yes

Yeas: Unanimous

Nays: