

**COMMONWEALTH OF VIRGINIA  
VIRGINIA PUBLIC BUILDING AUTHORITY  
Board of Directors Meeting  
February 10, 2021**

2:00 P.M.

ELECTRONIC MEETING VIA GOOGLE MEET

**Members Present:** Suzanne S. Long, Chairman  
Carolyn L. Bishop  
Manju S. Ganeriwala  
John A. Mahone  
David A. Von Moll

**Members Absent:** Ann H. Shawver  
Sarah B. Williams

<b>Others Present:</b>	David Swynford	Department of Treasury
	Janet Aylor	Department of Treasury
	Bradley L. Jones	Department of Treasury
	Sherwanda Cawthorn	Department of Treasury
	Allen Chan	Frasca & Associates, LLC
	Dianne Klaiss	Frasca & Associates, LLC
	Eric Ballou	Kaufman & Canoles
	Eric Hebert	Kaufman & Canoles
	Don Ferguson	Office of the Attorney General

Prior to the start of the meeting, Chairman Long read the following statement:

Due to the Governor’s Declared State of Emergency due to COVID-19, it is impracticable and unsafe for the Virginia Public Building Authority (“VPBA”) to assemble in a single location, so the meeting will be held electronically pursuant to the 2020-2022 Appropriation Act. The purpose of the meeting is to discuss or transact the business statutorily required or necessary to continue operations of the Virginia Public Building Authority and the discharge of their lawful purposes, duties, and responsibilities. The public is welcome to use the dial-in number and PIN provided in the meeting notice to attend the meeting electronically. The Virginia Public Building Authority will make available a recording or transcript of the meeting on its website in accordance with the timeframes established in Sections 2.2-3707 and 2.2-3701.1 of the Code of Virginia.

**CALL TO ORDER AND ROLL CALL OF MEMBERS**

With a quorum electronically present, Ms. Long, the Chairman, called the meeting to order at 2:06 p.m.

The Chairman requested that each person identify themselves when making comments or motions and to please mute their phones when not speaking.

The Chairman asked Mr. Jones to conduct a roll call of attendance of the VPBA members. As noted in the attendance record on page one of these minutes and in the table below, five of the seven members were present.

Suzanne S. Long, Chairman	Present
Carolyn L. Bishop	Present
Manju S. Ganeriwala	Present
John A. Mahone	Present
David A. Von Moll	Present

Mr. Jones then collected a record of public attendance as reflected on page one of these minutes.

### **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. Von Moll seconded the motion. (Attachment A)

The Chairman then asked Mr. Jones to conduct a roll call vote. The votes were as follows:

Suzanne S. Long, Chairman	Yes
Carolyn L. Bishop	Yes
Manju S. Ganeriwala	Yes
John A. Mahone	Yes
David A. Von Moll	Yes

### **PUBLIC COMMENT**

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

### **APPROVAL OF MINUTES OF THE FEBRUARY 13, 2020 BOARD MEETING**

Chairman Long asked if there were any changes or revisions to the February 13, 2020 meeting minutes. Hearing none, she asked for a motion to approve the February 13, 2020 meeting minutes. Ms. Bishop made the motion to approve the minutes as presented. Mr. Mahone seconded the motion. (Attachment B)

The Chairman then asked Mr. Jones to conduct a roll call vote. The votes were as follows:

Suzanne S. Long, Chairman	Yes
Carolyn L. Bishop	Yes
Manju S. Ganeriwala	Yes
John A. Mahone	Yes
David A. Von Moll	Yes

### **ELECTION OF OFFICERS**

Chairman Long directed the Board members to the next item of business, nominations and elections of officers for the VPBA.

The Chairman solicited nominations for the positions of Secretary/Treasurer and Assistant Secretary/Treasurers #1 and #2. Ms. Bishop nominated the Treasurer 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. The Chairman asked for a motion. Mr. Von Moll made a motion to elect the nominees, which was seconded by Ms. Bishop. (Attachment C)

The Chairman then asked Mr. Jones to conduct a roll call vote. The votes were as follows:

Suzanne S. Long, Chairman	Yes
Carolyn L. Bishop	Yes
Manju S. Ganeriwala	Yes
John A. Mahone	Yes
David A. Von Moll	Yes

The Chairman then asked for nominations for the position of Vice-Chairman. Ms. Ganeriwala nominated Ms. Bishop to serve as Vice-Chairman. The Chairman asked for a motion. Ms. Ganeriwala made a motion to elect Ms. Bishop as Vice-Chairman and the motion was seconded by Mr. Mahone. (Attachment D)

The Chairman then asked Mr. Jones to conduct a roll call vote. The votes were as follows:

Suzanne S. Long, Chairman	Yes
Carolyn L. Bishop	Yes
Manju S. Ganeriwala	Yes
John A. Mahone	Yes
David A. Von Moll	Yes

**PRESENTATION OF SUMMARY OF THE DEBT CAPACITY ADVISORY COMMITTEE'S DECEMBER 2020 REPORT TO THE GOVERNOR AND GENERAL ASSEMBLY**

Chairman Long turned the meeting over to Mr. Jones to provide a summary of the annual Debt Capacity Advisory Committee (“DCAC”) Report. Mr. Jones noted a complete copy of the December 2020 Report (Exhibit 1) was included in the Board package. Mr. Jones said when the model was run in December 2020 it was calculated that \$544 million in additional debt could be authorized and issued in each of the next two years. Mr. Jones stated that the estimated amount is a \$221 million decline from last year’s capacity of \$756 million a year. He noted that the change in capacity is due to several factors. He noted there was a decline in the December revenue forecast due to COVID. He also noted that there were significant debt authorizations during the 2020 General Assembly Session that also caused a capacity decline. He noted approximately three years worth of capacity had been authorized. Mr. Jones added that interest rates remained low dropping from a model rate of 3.4% last year to 3.0% this year thus helping to offset what would have been an even lower capacity. He explained that while capacity remains, the Committee urged caution with any new debt authorizations given a potential rise in interest rates that would impact the significant amount of authorized and unissued debt and also the unknowns surrounding COVID. He stated that the VPBA bond issue being considered today is already included in the model as part of the authorized and unissued debt. Mr. Jones finished his summary by noting that the Governor’s introduced budget includes \$135 million of tax-supported debt – well under the estimated capacity.

After reviewing the report, Chairman Long asked if anyone had any questions. There were no questions.

**CONSIDERATION OF RESOLUTION AUTHORIZING VPBA SERIES 2021 BONDS**

Chairman Long asked Mr. Jones to review the information for the proposed Series 2021 Bonds. Mr. Jones reviewed the Preliminary Financing Summary and the bond documents for the proposed issuance. (Exhibit 2) He noted that all of the numbers contained in the Preliminary Financing Summary were as of February 1, 2021, but that Frasca had run updated numbers that he can share. He noted VPBA is planning to finance approximately \$650 million of project costs and is currently planning for the bonds to be issued on tax-exempt basis. Mr. Jones said that as due diligence is finished, a final determination will be made regarding whether any bonds should be issued on a taxable basis. He noted the expected par amount of the Series 2021A bonds is approximately \$515 million and that the VPBA is also planning to issue approximately \$11 million of taxable refunding bonds to refund a small taxable issuance. Mr. Jones stated that the purpose of the new money bonds is to fund general governmental projects, DEQ (water quality) projects and to provide funds for the state’s share of local and regional jail projects. He also noted funds would support a Virginia Port Authority dredging project. The security for the bonds is an appropriation pledge from the Commonwealth. He noted a competitive sale is planned for March 9<sup>th</sup> and a closing is targeted for March 31<sup>st</sup>. Mr. Jones further explained the structure of the bonds. He reported that the Series 2021A bonds will be broken into two sub-series since the issue is so large. The Authority’s Financial Advisor, Frasca, recommended breaking the issue into two pieces, which should make it easier for more participation and more competition for the sale. He noted the

revised numbers as of the date of the meeting reflect estimated all-in-true-interest costs as follows: 0.93% for 2021A-1; 2.27% for 2021A-2; 1.84% combined for 2021A-1 and A2; 1.28% for 2021B; and 1.84% for the combined 2021 Bonds. He also noted that if a taxable new money piece was to be needed, it is currently estimated to have an all-in true-interest cost of 2.14%. He noted that these estimates are all well below the maximum issuance parameters. He stated the estimated savings for the refunding bonds is \$1.6 million. He then reviewed the Preliminary Official Statement, Continuing Disclosure Agreements, Notices of Sale, 39<sup>th</sup> Supplemental Indenture, Bond Purchase Agreement, the Facilities Agreement and Amendment to Facilities Agreement documents.

Eric Hebert, representing Kaufman & Canoles, reviewed the Resolution. (Attachment E) After Mr. Hebert’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 2021 Bonds. Mr. Von Moll made the motion to approve the Resolution. Ms. Bishop seconded the motion. (Attachment F)

The Chairman then asked Mr. Jones to conduct a roll call vote. The votes were as follows:

Suzanne S. Long, Chairman	Yes
Carolyn L. Bishop	Yes
Manju S. Ganeriwala	Yes
John A. Mahone	Yes
David A. Von Moll	Yes

**OTHER BUSINESS**

Mr. Jones presented the Final Financing Summary of the VPBA’s Series 2020A New Money Bonds, 2020B Refunding Bonds and 2020C Federally Taxable Bonds. (Exhibit 3) The total par amount of the three series totaled \$509,245,000.

The Series 2020 A Bonds had a final par amount of \$204,180,000 and the Series 2020B Refunding Bonds totaled \$204,770,000. The Series 2020C Bonds were issued on a taxable basis and had a final par amount of \$100,295,000. Due to COVID, the method of sale for the bonds was changed from a competitive bid to a negotiated underwriting. All three series of bonds priced on April 9, 2021 and had a closing date of April 23, 2020

The 2020A Bonds had an All-in TIC of 2.50%. The 2020B Bonds had an All-in TIC of 1.42% with present value savings of \$21,881,374.20 or 9.16%. The 2020C Bonds had an All-in TIC of 2.93%. The planned taxable refunding portion was not issued due to a change in market conditions. 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 bonds was Wells Fargo Securities. The Co-Managers were: Bank of America Securities, Citigroup, Davenport & Company LLC, J.P. Morgan, Ramirez & Co., Inc., Raymond James and Siebert Williams Shank & Co. LLC.

The total costs of issuance were \$391,569.

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 adjourned the meeting at 2:37 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.

DRAFT

**VIRGINIA PUBLIC BUILDING AUTHORITY  
BOARD MEETING – FEBRUARY 10, 2021**

**MOTION TO APPROVE FEBRUARY 10, 2021 MEETING AGENDA**

I move to approve the Agenda as presented.

Motion: Ms. Bishop

Second: Mr. Von Moll

Approval (Yes/No): Yes

Yeas: Suzanne Long, Carolyn Bishop, Manju Ganeriwala, John Mahone and David Von Moll

Nays:

**VIRGINIA PUBLIC BUILDING AUTHORITY  
BOARD MEETING – FEBRUARY 10, 2021**

**MOTION TO APPROVE FEBRUARY 13, 2020 BOARD MEETING MINUTES**

I move to approve the Minutes of the February 13, 2020 Board Meeting as presented.

Motion: Ms. Bishop

Second: Mr. Mahone

Approval (Yes/No): Yes

Yeas: Suzanne Long, Carolyn Bishop, Manju Ganeriwala, John Mahone and David Von Moll  
Nays:

**VIRGINIA PUBLIC BUILDING AUTHORITY  
BOARD MEETING – FEBRUARY 10, 2021**

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

**CHAIRMAN:** 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.

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

**VON MOLL:** 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.

**CHAIRMAN:** Is there a second to the motion?

**BISHOP:** I second the motion.

**CHAIRMAN:** All those in favor of the motion signify by saying "Yea". Opposed signify by saying "Nay". (Following Roll Call Vote) 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. Von Moll                      Second: Ms. Bishop

Approval (Yes/No): Yes

Yeas: Suzanne Long, Carolyn Bishop, Manju Ganeriwala, John Mahone and David Von Moll  
Nays:

**VIRGINIA PUBLIC BUILDING AUTHORITY  
BOARD MEETING – FEBRUARY 10, 2021**

**MOTION TO ELECT VICE-CHAIR**

**CHAIRMAN:** 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.

**CHAIRMAN:** Are there any other nominations for Vice-Chair?

**CHAIRMAN:** Is there a motion to elect the nominee as Vice-Chair, effective immediately?

**GANERIWALA:** I move to elect Ms. Carolyn Bishop as Vice-Chair of the Virginia Public Building Authority, effective immediately.

**CHAIRMAN:** Is there a second to the motion?

**MAHONE:** Madam Chair, I second the motion.

**CHAIRMAN:** All those in favor of the motion signify by saying "Yea". Opposed signify by saying "Nay". (Following Roll Call Vote) Let the record show that Ms. Carolyn Bishop has been duly elected as Vice-Chair of the Virginia Public Building Authority, effective immediately.

Motion: Ms. Ganeriwala                      Second: Mr. Mahone

Approval (Yes/No): Yes

Yeas: Suzanne Long, Carolyn Bishop, Manju Ganeriwala, John Mahone and David Von Moll

Nays:

**RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND AWARD OF  
PUBLIC FACILITIES REVENUE [AND REFUNDING] 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, respectively, 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 Commonwealth law 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 Virginia 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**, to effect present value debt service savings by taking advantage of market and other economic and financial conditions the Authority may determine, in consultation with Frasca & Associates, LLC, as financial advisor to the Authority (the “Financial Advisor”), to refund from time to time certain maturities of bonds previously issued by the Authority (any or all of such previously issued bonds are “Prior Bonds”), which (a) financed or refinanced the acquisition, construction, improvement, rehabilitation, furnishing and equipping of public facilities for use by the Commonwealth and its agencies, and (b) financed all or a portion of the Commonwealth’s payments of the costs of certain grants and of regional and local jail and juvenile detention facility projects in accordance with the applicable provisions of the documents setting forth the terms of such payments;

**WHEREAS**, in furtherance of the purposes of the Act, the Authority has determined to issue under the Master Indenture its Public Facilities Revenue [and Refunding] 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 (clauses (a) and (b) are collectively referred to in this Resolution as the “Projects”), (c) refund various Prior Bonds or maturities thereof if market and other conditions so warrant, and (d) pay costs of issuance of the Bonds, or any combination of the foregoing (Bonds issued to fund the purposes in clauses (a), (b) and (d) are referred to in this Resolution as “New Money Bonds” and Bonds issued for the purposes in clauses (c) and (d) are referred to in this Resolution as “Refunding Bonds”); provided, however, that before any Refunding Bonds are issued,

the Virginia State Treasurer (the “State Treasurer”) shall determine, on behalf of the Authority and as provided below, which Prior Bonds are to be refunded and the related redemption dates;

**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 the Financial Advisor;

**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-Ninth Supplemental Indenture of Trust, to be dated the date determined by the State Treasurer (the “Thirty-Ninth 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 and refinanced 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;

**WHEREAS**, on March 12, 2020, Governor Northam issued Executive Order Fifty-One declaring a state of emergency pursuant to Section 44-146.17 of the Code of Virginia of 1950, as amended (the “Code”) to help the Commonwealth better respond to the threat posed by the COVID-19 virus pandemic;

**WHEREAS**, the reconvened session of the 2020 Virginia General Assembly adopted amendments to the budget bill proposed by Governor Northam allowing any public body, including any state, local, regional or regulatory board, to meet by electronic communication means without a quorum of the public body or any member of the governing body physically assembled at one location when the Governor has declared a state of emergency in accordance with Section 44-146.17 of the Code provided (i) the nature of the declared emergency makes it impracticable or unsafe for the public body or governing board to assemble in a single location;

(ii) the purpose of the meeting is to discuss or transact the business statutorily required or necessary to continue operations of the public body and the discharge of its lawful purpose, duties and responsibilities; (iii) the public body makes available a recording or transcript of the meeting on its website in accordance with certain time frames set forth in Sections 2.2-3707 and 2.2-3701.1 of the Code; (iv) public notice, where required, is given using the best available method given the nature of the emergency; (v) arrangements are made for public access to the meeting through electronic means, and if the means of communication allow, to provide an opportunity for public comment; and (vi) the minutes of the meeting specify the nature of the emergency, the fact that the meeting was held by electronic communications and the type of electronic communications by which the meeting was held;

**WHEREAS**, the nature of the Governor’s declaration of emergency arising from the COVID-19 pandemic and related social distancing measures implemented by the Governor (the to mitigate the spread of COVID-19 make it impracticable or unsafe for the Authority’s board (the “Board”) to assemble in a single location to meet;

**WHEREAS**, the Board is meeting to discuss and transact the business of the Authority, which is to approve the issuance and sale of the Bonds, and the Board deems it necessary to meet by electronic communications without physical assembly of members of the Board; and

**WHEREAS**, accommodations have been made for public notice of, and public access to, the meeting as required by the aforementioned electronic meeting requirements.

**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 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-Ninth Supplemental Indenture and the sale thereof through either a competitive or negotiated sale in order to finance Projects and refund Prior Bonds if market and other economic and financial conditions so warrant; *provided, however*, that:

- (a) (i) the aggregate stated principal amount of the New Money Bonds shall not exceed \$650,000,000, whether issued as federally tax-exempt bonds, taxable bonds or a combination of both;
- (ii) the final stated maturity of the New Money Bonds is not later than August 1, 2041;
- (iii) the “true” interest cost of any series of the New Money Bonds shall not exceed (A) 3.50% for New Money Bonds issued on a taxable basis, or (B) 3.0% for New Money Bonds issued on a tax-exempt basis, taking into account original issue discount or premium, if any;

(iv) if sold through a competitive sale, the New Money Bonds shall be sold at a price not less than (A) 99.0% of the aggregate principal amount thereof for the New Money Bonds issued on a taxable basis, or (B) 98.0% of the aggregate principal amount thereof for the New Money Bonds issued on a tax-exempt basis; and

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

(b) (i) the aggregate stated principal amount of any Refunding Bonds shall not exceed \$12,000,000, whether issued as federally tax-exempt bonds, taxable bonds or a combination of both;

(ii) the final stated maturity of any Refunding Bonds shall not be later than the final maturity of the related Prior Bonds;

(iii) the "true" interest cost of any series of Refunding Bonds shall not exceed 3.0% for the Refunding Bonds, taking into account original issue discount or premium, if any;

(iv) if sold through a competitive sale, any Refunding Bonds shall be sold at a price not less than 99.0% of the aggregate principal amount thereof for the Refunding Bonds;

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

(vi) the issuance of the Refunding Bonds shall achieve an overall net present value savings of at least 3.0% of the aggregate principal amount of the related Prior Bonds.

**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;

(g) to determine based on market, financial and economic conditions whether to proceed with the refunding of any Prior Bonds and in furtherance thereof, to determine which outstanding series of bonds or maturities thereof previously issued under the Master Indenture are to be Prior Bonds, the related redemption dates and the specific maturities of Prior Bonds to be refunded, if any, provided that any refunding of Prior Bonds achieves the overall debt service savings set forth in the preceding paragraph; and

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

**6. Thirty-Ninth Supplemental Indenture, Bond Purchase Agreement and Facilities Agreements.** The Thirty-Ninth 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 and the refunding of Prior Bonds, 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-Ninth 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 New Money Bonds, provided that any such project must be authorized for Authority financing. The Thirty-Ninth 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-Ninth 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. Redemption of Prior Bonds; Escrow Provisions.** If any refunding of Prior Bonds is undertaken, the Authority authorizes and directs (a) the redemption and payment of Prior Bonds on the applicable redemption date, as determined in accordance with paragraph 5, and (b) the giving of notice of such redemption(s) in accordance with the provisions of the Master Indenture and any applicable supplemental indenture entered into in connection with Prior Bonds. The Authority authorizes the preparation, execution and delivery by the officers of the Authority of any escrow deposit provisions, either as part of the Thirty-Ninth Supplemental Indenture or in such separate

Agreement or agreements, as shall be appropriate to effect such refunding and redemption as determined in accordance with paragraph 5 and as shall be approved by the State Treasurer or member of the State Treasurer's staff as the State Treasurer may designate, with the execution and delivery thereof to constitute conclusive evidence of such approval.

**11. 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.

**12. 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).

**13. 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.

**14. 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.

**15. Confirmation of Electronic Meeting Findings.** The Authority confirms the findings and determinations contained in the recitals to this Resolution setting forth the reason for the need to meet by electronic means without requiring board members to physically assemble at one location during the current declared state of emergency by the Governor of the Commonwealth arising from COVID-19 .

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

**17. Effective Date.** This Resolution shall take effect immediately upon its adoption and shall continue in full force and effect for one year after adoption, 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 or refund Prior Bonds as authorized above.

DRAFT

**VIRGINIA PUBLIC BUILDING AUTHORITY  
BOARD MEETING – FEBRUARY 10, 2021**

**MOTION TO APPROVE THE RESOLUTION AUTHORIZING VPBA BONDS**

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

Motion: Mr. Von Moll

Second: Ms. Bishop

Approval (Yes/No): Yes

Yeas: Suzanne Long, Carolyn Bishop, Manju Ganeriwala, John Mahone and David Von Moll  
Nays: