

A RESOLUTION ACCEPTING AN APPROPRIATION
OF \$55,000 FROM THE CITY OF VIRGINIA BEACH
AND AUTHORIZING A GRANT IN THAT AMOUNT
TO CULLIPHER FARM, INC.

WHEREAS, the City of Virginia Beach Development Authority (the “VBDA”) was created pursuant to Chapter 643 of the Acts of Assembly of 1964, as amended (the “Act”);

WHEREAS, pursuant to § 10 of the Act, the City of Virginia Beach (the “City”) is authorized and empowered to make appropriations and to provide funds for the operation of the Authority and to further its purposes;

WHEREAS, the Governor’s Agriculture and Forestry Industries Development (AFID) Fund Infrastructure Grant Program provides grants to political subdivisions for community infrastructure development projects that support local food production and sustainable agriculture.

WHEREAS, the City has been notified of an AFID grant award of \$27,500 to support the installation of a 10 x 20 foot freezer and additional irrigation equipment for the orchards and vineyards at Cullipher Farm, Inc., a Virginia corporation (the “Grant Purpose”);

WHEREAS, the AFID grant requires a local match, and on October 3, 2023, City Council accepted the \$27,500 AFID grant from the Commonwealth, and appropriated \$55,000 to the VBDA, which amount equals the \$27,500 from the Commonwealth and the \$27,500 required local match;

WHEREAS, as set forth in §15.2-4905(13) of the Code of Virginia, the VBDA is authorized to make grants in furtherance of its mission, which includes the promotion of sustainable agriculture in the Commonwealth; and

WHEREAS, the VBDA desires to accept the appropriation from the City and approve the \$55,000 grant to Cullipher Farm, Inc. as requested by the Commonwealth and the City.

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

1. That the Authority hereby (i) accepts the appropriation of \$55,000 from the City of Virginia Beach, and (ii) authorizes the award of a grant in the amount of \$55,000 on a reimbursement basis to Cullipher Farm, Inc. for the Grant Purpose as set forth above.

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 extension approved by this Resolution.

Adopted this 17th day of October, 2023, 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

A RESOLUTION APPROVING THE PROVISION
OF \$130,000 IN ECONOMIC DEVELOPMENT
INVESTMENT PROGRAM FUNDS TO
THAYERMAHAN, INC.

WHEREAS, the City of Virginia Beach Development Authority (the "Authority") was created pursuant to Chapter 643 of the Acts of Assembly of 1964, as amended (the "Act");

WHEREAS, one of the primary purposes of the Act is to enable development authorities "to promote industry and develop trade by inducing manufacturing, industrial, governmental and commercial enterprises to locate in or remain in the Commonwealth....";

WHEREAS, pursuant to §6 of the Act, the Authority has the power, *inter alia*, "to sell, exchange, donate and convey any or all of its facilities or other properties whether realty or personalty whenever the Authority shall find any such action to be in furtherance of the purposes for which the Authority was organized";

WHEREAS, pursuant to §7 of the Act, "the Authority may foster and stimulate the development of industry in the area within its jurisdiction... [and] may accept, and expend for the purposes stated above, money from any public or private source....";

WHEREAS, pursuant to §10 of the Act, the City of Virginia Beach (the "City") "is authorized and empowered to make appropriations and to provide funds for the operation of the Authority and to further its purposes";

WHEREAS, the economic development goals and objectives of the City include achieving a higher ratio of nonresidential to residential real estate assessments, investing in land and infrastructure to benefit future economic growth, and maximizing the return of economic development efforts through the development and implementation of programs and strategies that facilitate new business investment and encourage retention and expansion activities, thereby improving the overall quality of life in the City;

WHEREAS, the City established the Economic Development Investment Program ("EDIP") as part of its overall effort to enhance the City's ability to accomplish these goals and objectives;

WHEREAS, pursuant to the authority and empowerment set forth in §10 of the Act, City Council authorized the transfer of funds in the EDIP account to the Authority and the provision of future EDIP appropriations to the Authority to enable the Authority to more effectively continue its efforts to foster and stimulate economic development by inducing businesses to locate or remain in the City;

WHEREAS, the Department of Economic Development (the "Department"), acting on behalf of the Authority, has induced ThayerMahan, Inc., a Delaware corporation, authorized to transact business in Virginia (the "Recipient"), to expand its operations at 160 Newtown Road, Virginia Beach, Virginia 23462 (the "Property");

WHEREAS, the inducement includes an agreement to recommend the award to Recipient of \$130,000.00 in EDIP funds to underwrite a portion of costs associated with the location of the Recipient's operation at the Property;

WHEREAS, Recipient has represented in its application and the Director of Economic Development (the "Director"), upon review of the application submitted by Recipient, has determined and has advised the Authority it will meet at least one of the following performance criteria (the "Performance Criteria") within thirty-six (36) months after the date of this Resolution.

- (a) Tax Revenues: The net amount of direct tax revenues returned to the City as a result of the Recipient's operation will exceed the amount of EDIP Funds provided in thirty-six (36) months; and/or
- (b) Employment Opportunity: For every Three Thousand Two Hundred Fifty and 00/100 Dollars (\$3,250.00) of EDIP funds received, Recipient will create one (1) new "full-time equivalent" employment opportunity in its operation with an average annual salary of over \$75,001.00, excluding benefits.

WHEREAS, the Director of Economic Development, upon review of the application submitted by Recipient, has determined and has advised the Authority that one or more of the following criteria has been met: (i) the net amount of direct tax revenues returned to the City as a result of Recipient's operation will exceed the amount of EDIP funds provided in thirty-six (36) months, and/or (ii) for every Three Thousand Two Hundred Fifty and 00/100 Dollars (\$3,250.00) in EDIP funds provided to the Recipient will create at least one (1) new "full-time equivalent" employment opportunity in its operation, with an average annual salary of over \$75,001.00, excluding benefits.

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

- 1. That the Authority hereby finds:
 - a. that the provision of \$130,000.00 in EDIP funds to ThayerMahan, Inc., a Delaware corporation, authorized to transact business in Virginia (the "Recipient") will primarily serve the valid public purpose of fostering and stimulating economic development in the City; and
 - b. that the provision of the EDIP funds is in furtherance of the purposes for which the Authority was created; and
 - c. that it is unlikely the Recipient would locate its operations within the City without the stimulus of the EDIP award.
- 2. That the Authority hereby further finds that, based on the direct benefits to the City of Virginia Beach and its citizens resulting from the capital investment and employment opportunities to be generated by the Recipient as a result of its proposed location in Virginia Beach,

the provision of \$130,000.00 in EDIP funds to the Recipient will only incidentally enure to the benefit of private interests.

3. That as of the date of this Resolution, the Recipient has not filled any of the new full-time job positions being incentivized by this EDIP award.

4. That based on these findings, the Authority hereby approves the provision of \$130,000.00 in EDIP funds to the Recipient to underwrite a portion of the costs associated with the location of the Recipient's operations in Virginia Beach.

5. That disbursement of EDIP Funds by the Authority shall be at the discretion of the Director of the Department of Economic Development of the City of Virginia Beach or his designee (the "Director"), who shall be authorized to require appropriate verification as to qualifying expenditures.

6. That disbursement of EDIP funds to the Recipient shall be on a pro-rata reimbursement basis upon presentation of original receipts for qualifying expenditures to the Director. At the sole discretion of the Director, disbursement may not be prior to the completion of the Performance Criteria. Disbursement of EDIP funds shall be from time to time, but not more frequently than once per month, until fully expended.

7. That as a condition of receiving EDIP Funds, each new job created must be maintained without interruption for thirty-six (36) months from the date of this Resolution (the "Performance Period") or the funds advanced for that new job may be subject to recapture as set forth in Section 8, below.

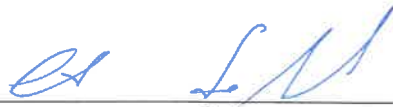
8. The Director may require the Recipient to enter into a Recapture Agreement approved by the Director to allow for the recapture of funds for any new job created that is subsequently terminated or eliminated by the Recipient. Such Recapture Agreement shall provide for the repayment by the Recipient of that portion of EDIP funds so disbursed prorated for the percentage of the Performance Criteria satisfied prior to the expiration of the Performance Period, and shall contain certain other provision as may be determined or required by the Director. Should an individual new job become vacant but Recipient is actively seeking a replacement employee, EDIP funds advanced for that new job shall not be subject to recapture.

9. As a further condition of receiving the EDIP Funds, the Recipient shall conduct operations in the New Locations (or such other locations in the City of Virginia Beach as may be agreed to by the Authority, including an Existing Location for which funds are awarded) for a minimum of five (5) years from the time of this award. Even if the requirement of paragraph 1 is met, for each year less than five that the Recipient conducts operations at the Property (or other agreed to location) upon written request from the Authority, the Recipient shall pay to the Authority, as EDIP recapture and not as a penalty, one-fifth (1/5) of the amount of the EDIP Funds provided. Such amount shall be paid within fifteen (15) business days after receipt of request from the Authority, and if not paid by such date, the amount due will bear interest at the rate of ten percent (10%) per annum from such date until paid, and such interest shall be payable by the Recipient in addition to the amount due as calculated above.

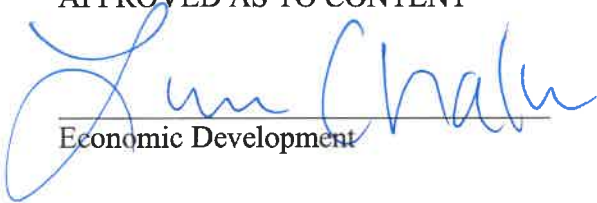
10. The Authority may terminate this award and decline to pay any unpaid funds if the Recipient has not satisfied the Performance Criteria and requested the full \$130,000.00 within thirty-six (36) months of the date of this Resolution.

Adopted this 17th day of October, 2023, 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

**A RESOLUTION AUTHORIZING A LEASE OF A
PORTION OF THE AUTHORITY'S CORPORATE
LANDING CONDUIT SYSTEM TO GLOBALINX
DATA CENTER, LLC**

WHEREAS, The City of Virginia Beach Development Authority ("VBDA") owns a telecommunications conduit system consisting of two (2) diverse route duct banks each containing eight (8) conduits, located on the east and west sides of Corporate Landing Parkway between General Booth Boulevard and Dam Neck Road in the City of Virginia Beach (the "Conduit System");

WHEREAS, the VBDA constructed the Conduit System in order to facilitate accessibility to the subsea cables, induce collaboration, and stimulate overall growth and technological innovation and advancements in the City of Virginia Beach;

WHEREAS, in order to further this goal, the VBDA desires to lease space in the Conduit System to companies that can enhance communications and business development in the region and provide an economical and technological benefit to the City of Virginia Beach, the region, and the Commonwealth of Virginia;

WHEREAS, Globalinx Data Center, LLC ("Globalinx") is in the process of bringing additional subsea cables to Virginia Beach and desires to lease four conduits within the Conduit System to bring those cables into Globalinx's facilities in Corporate Landing;

WHEREAS, Globalinx serves as the VBDA's manager of the Conduit System but as a condition of leasing the four conduits would waive its management and documentation fees otherwise payable to Globalinx per the management agreement;

WHEREAS, the Authority is of the opinion that leasing the four conduits to Globalinx on the terms set forth on Exhibit A, attached hereto and incorporated herein, promote the VBDA's goals in Corporate Landing and Virginia Beach and are in the best interests of the VBDA.

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

1. The VBDA approves the lease of four conduits in the Conduit System to Globalinx Data Center, LLC, on the terms and conditions set forth on Exhibit A, attached hereto and made a part hereof, and such other terms, conditions or modifications as may be acceptable to the Chair or Vice Chair and in a form deemed satisfactory by the City Attorney.

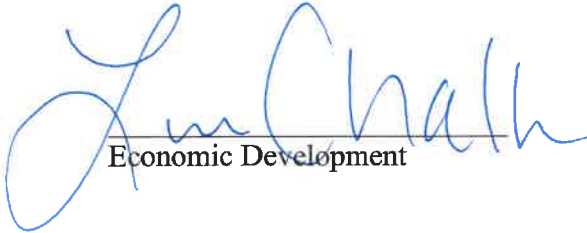
2. The Chair or the Vice Chair is hereby authorized to execute and deliver any and all documents and to take all such actions as such officers and City Attorney may deem necessary or desirable in connection with the lease contemplated herein.

Adopted this 17th day of October, 2023, 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

Lessor	City of Virginia Beach Development Authority
Lessee	Globalinx Data Centers, Inc.
Conduits Leased	Four
Total upfront lease fee	\$160,000 based on an estimated 5,100 LF of conduit use per conduit
O&M Fee	\$12,000 annually w/ 2% annual escalation
Lease Term	20-years w/5 year renewal-VBDA right to terminate @ 10 years if no identified user
Increase in management fees or annual yearly costs to Globalinx [Note: Globalinx manages the entire conduit system for the VBDA.]	\$0
One time upfront Document Fee (goes to Globalinx as manager of system)	\$0
Lease commission Globalinx is eligible for per their management agreement	\$0

**RESOLUTION OF THE CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY
AUTHORIZING THE ISSUANCE AND SALE OF REVENUE BONDS IN AN AMOUNT
NOT TO EXCEED \$525,000,000 FOR THE BENEFIT OF WESTMINSTER-
CANTERBURY ON CHESAPEAKE BAY**

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, 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 costs of demolition of existing structures and the acquisition, design, construction and equipping of an up to 22-story building containing approximately 226 independent living units; indoor and outdoor dining space; a movie theater; a rooftop deck with a pool and pickleball court; a five-level parking garage and other amenities to be located on or in close proximity to 3100 Shore Drive, Virginia Beach, Virginia 23451;

(2) to refinance the existing debt associated with the acquisition of the four-story senior living facilities commonly known as Opus Select, and located at and around 3317 Ocean Avenue, Virginia Beach, Virginia 23451; and

(3) to finance and refinance other capital projects at Westminster-Canterbury's existing community all within the existing structures or existing parking facilities located at the community (which is located in and around the addresses stated above) 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 October 17, 2023, 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 may issue one or more series of Bonds under one or more Bond Purchase and Loan Agreements (each a "Bond Purchase and Loan Agreement"), among the Authority, Westminster-Canterbury and a lender chosen by Westminster-Canterbury (each a

"Lender"), and the Lender will loan the proceeds of each series of Bonds to the Authority under the respective Bond Purchase and Loan Agreement. The Authority will loan the proceeds of the Bonds to Westminster-Canterbury under such Bond Purchase and Loan Agreements, and Westminster-Canterbury will apply the proceeds under the terms of such Bond Purchase and Loan Agreements to undertake the Plan of Finance; and

WHEREAS, to evidence Westminster-Canterbury's obligations under the Bond Purchase and Loan Agreements, Westminster-Canterbury will execute and deliver one or more promissory notes to secure the applicable series of Bonds (each a "BPLA Note"); and

WHEREAS, the Authority may also issue one or more series of Bonds under one or more Bond Trust Indentures (each a "Bond Indenture"), 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 under one or more Loan Agreements (each a "Loan Agreement"), between the Authority and Westminster-Canterbury; and

WHEREAS, to evidence Westminster-Canterbury's obligations under the Loan Agreements, Westminster-Canterbury will execute and deliver one or more promissory notes to secure the applicable series of Bonds (each a "LA Note" and together with the BPLA Notes, the "Notes"); and

WHEREAS, the Bonds issued under a Bond Indenture 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"), under one or more Bond Purchase Agreements (each a "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 offered for sale by the Underwriters will be accompanied by 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 those series of Bonds; and

WHEREAS, there have been presented to this meeting preliminary forms of the following instruments (the "Authority Documents") which the Authority, if a party thereto, proposes to execute or approve to carry out the transactions described above, copies of which instruments shall be filed with the records of the Authority:

- (a) a Bond Purchase and Loan Agreement, including the forms of the Bonds;
- (b) a BPLA Note, with the Authority's assignment thereof;
- (c) a Bond Indenture, including the forms of the Bonds;
- (d) a Loan Agreement;

- (e) a LA Note, with the Authority's assignment thereof;
- (f) a Bond Purchase Agreement; and
- (g) a 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 in one or more series, 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 an aggregate principal amount not to exceed \$525,000,000, shall have a maximum initial interest rate of not more than 8.00% (whether such bonds are fixed or variable rate bonds), shall mature no later than 40 years from their issuance, and shall be substantially in the form attached as an exhibit to the Bond Indenture or the Bond Purchase and Loan Agreement, as applicable, and shall be issued upon the terms set forth in the Bond Indenture or the Bond Purchase and Loan Agreement, as applicable.

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 Bond Indenture or the Bond Purchase and Loan Agreement, as applicable, 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 Bond Indenture or the Bond Purchase and Loan Agreement, as applicable, and all actions of the Authority contemplated thereunder will be in furtherance of the purposes for which the Authority was organized.

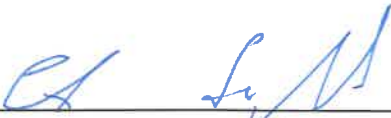
13. No Bonds may be issued pursuant to this Resolution until such time as the issuance of the Bonds has been approved by the Council.

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 October 17, 2023, 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.

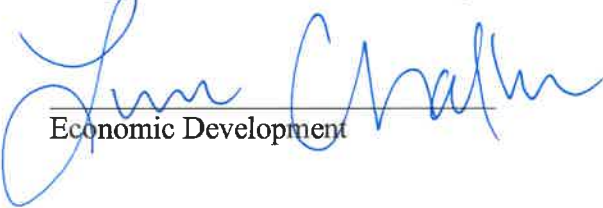
WITNESS the following signature and seal of the Authority as of October 17, 2023.



Secretary, City of Virginia Beach Development Authority

[SEAL]

APPROVED AS TO CONTENT:



Economic Development

APPROVED AS TO LEGAL SUFFICIENCY:



City Attorney

**RESOLUTION OF THE CITY OF VIRGINIA BEACH DEVELOPMENT AUTHORITY,
PROVIDING INITIAL APPROVAL OF THE ISSUANCE OF UP TO \$525,000,000 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, 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 costs of demolition of existing structures and the acquisition, design, construction and equipping of an up to 22-story building containing approximately 226 independent living units; indoor and outdoor dining space; a movie theater; a rooftop deck with a pool and pickleball court; a five-level parking garage and other amenities to be located on or in close proximity to 3100 Shore Drive, Virginia Beach, Virginia 23451;

(2) to refinance the existing debt associated with the acquisition of the four-story senior living facilities commonly known as Opus Select, and located at and around 3317 Ocean Avenue, Virginia Beach, Virginia 23451; and

(3) to finance and refinance other capital projects at Westminster-Canterbury's existing community all within the existing structures or existing parking facilities located at the community (which is located in and around the addresses stated above) 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 \$525,000,000; 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. In adopting this resolution the Authority declares its "official intent" within the meaning of Treasury Regulations 1.150-2 that the proceeds of the Bonds will be used to reimburse Westminster-Canterbury for costs incurred with respect to the Plan of Finance, and 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.

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 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 October 17, 2023, 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 October 17, 2023.



Secretary, City of Virginia Beach Development
Authority

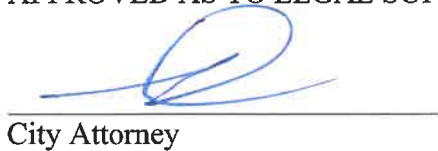
[SEAL]

APPROVED AS TO CONTENT:



Economic Development

APPROVED AS TO LEGAL SUFFICIENCY:



City Attorney