

ALEXANDRIA INDUSTRIAL DEVELOPMENT AUTHORITY

Directors

Dwight Dunton

Chair

Jennifer Atkins

Vice Chair

Christopher Hartman

Secretary

Lisa Edouard

Dak Hardwick

Ken Notis

Eric Strickland

Counsel to the AIDA

Michael W. Graff, Jr.

McGuireWoods LLP

Staff to the AIDA

Stephanie Landrum

Christina Mindrup

AEDP, Inc.

REGULAR MEETING

Tuesday, June 21, 2021

5:00 PM

AGENDA

- I. Welcome & Call to Order
- II. Adoption of Electronic Participation Policies (*attached*)
 - a. Policy effective through June 30, 2021
 - b. Policy effective from July 1, 2021
- III. Approval of June 1, 2021 Meeting Summary Minutes (*attached*)
- IV. Public Hearing and Consideration of a Resolution supporting the Issuance of Revenue Bonds in the amount of up to \$60,000,000 for ***Protestant Episcopal High School*** in Virginia to finance the costs of designing, constructing and equipping a new approximately two-story health center and two two-story dormitories) on the campus located at 1200 North Quaker Lane (*attachments*)
- V. Closed Meeting
Consideration of a closed meeting for the discussion of the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected. (*attached*)
- VI. Old Business
- VII. New Business
 - a. Discussion- IDA Strategic Planning Session
 - i. Committee structure
 1. Governance
 2. Asset/Real Estate committee
 3. Ad hoc by project
 4. Communications and website
 5. New member onboarding
 - ii. In person meeting logistics
 - b. Summer meeting schedule
- VIII. Adjournment

625 N. WASHINGTON STREET, SUITE 400, ALEXANDRIA, VIRGINIA 22314
PHONE: (703) 739-3820 Fax: (703) 739-1384

Industrial Development Authority of the City of Alexandria, Virginia
Membership and Term Information

| Last Name | First Name | Original Appt. | Current Appt. | Oath | Expiration of Current Appt. |
|------------|-------------|----------------|---------------|------------|-----------------------------|
| Atkins | Jennifer | 9/10/2019 | 9/10/2019 | 10/15/2019 | 9/10/2023 |
| Dunton | Dwight | 11/13/2018 | 11/13/2018 | 11/29/2018 | 11/13/2022 |
| Edouard | Lisa | 9/08/2020 | 9/08/2020 | 10/07/2020 | 09/08/2024 |
| Hardwick | Dak | 9/12/2017 | 9/12/2017 | 11/21/2017 | 9/12/2021 |
| Hartman | Christopher | 10/8/2013 | 10/10/2017 | 3/20/2018 | 10/10/2021 |
| Notis | Ken | 11/10/2020 | 11/10/2020 | 12/02/2020 | 11/10/2024 |
| Strickland | Eric | 10/06/2020 | 10/06/2020 | 11/09/2020 | 10/06/2024 |

Effective until June 30, 2021

Industrial Development Authority of the City of Alexandria
Electronic Participation Policy

The following policy is established for members' remote electronic participation in the Industrial Development Authority of the City of Alexandria (IDA) meetings due to:

1. A personal matter

- a. On or before the day of a meeting, the member shall notify the Chair that the member is unable to attend the meeting due to a personal matter. The member must identify with specificity the nature of the personal matter.
- b. A quorum of the IDA must be physically assembled at the primary or central meeting location.
- c. The Chair may approve or disapprove the request for electronic participation. If the absent member's remote participation is disapproved because such participation would violate this policy, the basis for the disapproval shall be recorded in the IDA minutes. The decision shall be based solely on the criteria in this policy, without regard to the identity of the member or matters that will be considered or voted on during the meeting.
- d. The IDA shall record the specific nature of the personal matter and the remote location from which the absent member participated in the IDA's minutes.
- e. Participation by the absent member due to a personal matter shall be limited in each calendar year to two (2) meetings of the IDA.

2. A temporary or permanent disability or other medical condition

- a. On or before the day of a meeting, the member shall notify the Chair that the member is unable to attend the meeting due to a temporary or permanent disability or other medical condition that prevents his or her physical attendance.
- b. A quorum of the Board must be physically assembled at the primary or central meeting location.
- c. The IDA shall record the fact of the disability or other medical condition and the remote location from which the absent member participated in the IDA's minutes.

3. For any remote participation, the IDA shall make arrangements for the voice of the absent member or members to be heard by all persons in attendance at the meeting location.

Effective July 1, 2021

Industrial Development Authority of the City of Alexandria
Electronic Participation Policy

The following policy is established for members' remote electronic participation in the Industrial Development Authority of the City of Alexandria (IDA) meetings due to:

1. A personal matter
 - a. On or before the day of a meeting, the member shall notify the Chair that the member is unable to attend the meeting due to a personal matter. The member must identify with specificity the nature of the personal matter.
 - b. A quorum of the IDA must be physically assembled at the primary or central meeting location.
 - c. The Chair may approve or disapprove the request for electronic participation. If the absent member's remote participation is disapproved because such participation would violate this policy, the basis for the disapproval shall be recorded in the IDA's minutes. The decision shall be based solely on the criteria in this policy, without regard to the identity of the member or matters that will be considered or voted on during the meeting.
 - d. The IDA shall record the specific nature of the personal matter and the remote location from which the absent member participated in the IDA's minutes.
 - e. Participation by the absent member due to a personal matter shall be limited in each calendar year to: (1) two (2) meetings or (2) 25% of the meetings held rounded up to the next whole number, whichever is greater, of the IDA.
2. A member's temporary or permanent disability or other medical condition or a family member's medical condition that requires the member to provide care for such family members, thereby preventing the member's physical attendance
 - a. On or before the day of a meeting, the member shall notify the Chair that the member is unable to attend the meeting due to the member's temporary or permanent disability or other medical condition that prevents his or her physical attendance or a family member's medical condition that requires the member to provide care for such family members, thereby preventing the member's physical attendance.
 - b. A quorum of the Board must be physically assembled at the primary or central meeting location.
 - c. The IDA shall record the fact of the member's disability or other medical condition or a family member's medical condition that requires the member to provide care for such family members, thereby preventing the member's physical attendance, and the remote location from which the absent member participated in the IDA's minutes.
3. For any remote participation, the IDA shall make arrangements for the voice of the absent member or members to be heard by all persons in attendance at the meeting location.

ALEXANDRIA INDUSTRIAL DEVELOPMENT AUTHORITY

Summary Minutes

June 1, 2021

5:00 p.m.

Directors

Dwight Dunton

Chair

Jennifer Atkins

Vice Chair

Christopher Hartman

Secretary

Lisa Edouard

Dak Hardwick

Ken Notis

Eric Strickland

Present: Jennifer Atkins
Lisa Edouard
Dak Hardwick
Chris Hartman
Ken Notis
Eric Strickland

Also Present: Michael Graff, Jr., McGuire Woods LLP
Stephanie Landrum, Alexandria Economic Development Partnership
Christina Mindrup, Alexandria Economic Development Partnership

I. Call to Order

Vice Chair Jennifer Atkins called the meeting to order at 5:08 pm and welcomed Authority members and guests.

Counsel to the AIDA

Michael W. Graff, Jr.

McGuireWoods LLP

II. Approval of May 4, 2021 Meeting Summary Minutes

Vice Chair Atkins entertained for the approval of the minutes of the May 4, 2021 meeting.

Motion: Ken Notis moved and Lisa Edouard seconded a motion to approve the minutes. The motion was passed unanimously.

Staff to the AIDA

Stephanie Landrum

Christina Mindrup

AEDP, Inc.

III. Old Business

- a. Stephanie Landrum shared that most of the Authority members had reported successful completion of the newly required conflict of interest training (found online at a link provided by the Virginia Conflict of Interest & Ethics Advisory Council) and reminded members who have not completed it yet to do so as soon as possible.
- b. Ms. Landrum advised that land use approvals to allow for the redevelopment of Landmark Mall were under consideration by the Planning Commission and City Council at their June meetings. Mike Graff advised that the Authority was in receipt of the first draft of agreements and contracts related to the mall redevelopment and that he would be working with the Authority's staff to review them before a briefing at an upcoming IDA meeting.

IV. New Business

Christina Mindrup provided a presentation to the Authority titled “Overview of the Alexandria real estate market” to include a high-level review of possible public/private partnerships in the City.

Mr. Graff advised that Episcopal High School will be filing an application for consideration by the IDA later in the month. The group discussed potential meeting dates to accommodate this application.

Ms. Landrum agreed to circulate to the Authority the revised fee schedule (revised in 2019) as well as marketing materials used to promote tax exempt bond financing.

A member of the public, Aurora Gingrich asked the Authority to review an email she sent the Authority Chair and Administrator.

VI. Adjournment

There being no further business, Vice Chair Atkins adjourned the meeting at 6:03 p.m.

Stephanie Landrum, Assistant Secretary

A recording of the meeting can be found online at:

<https://alexandriaecon.org/about-aedp/partners/industrial-development-authority/>

INDUSTRIAL
DEVELOPMENT
AUTHORITY
OF THE
CITY OF ALEXANDRIA

**BOND
FINANCING
APPLICATION**



**ALEXANDRIA
ECONOMIC
DEVELOPMENT
PARTNERSHIP**

Alexandria Economic Development Partnership, Inc.
625 N. Washington Street
Suite 400
Alexandria, VA 22314

703.739.3820 | www.alexandriaecon.org

Table of Contents

FEE SCHEDULE 1

FORM BLANKET WAIVER AND INDEMNITY 2

APPLICATION STATEMENT 3

 NOTES TO APPLICATION 7

 NOTICE TO APPLICANTS 7

FISCAL IMPACT STATEMENT 8

RULES AND PROCEDURES 9

Industrial Development Authority of the City of Alexandria

Standard Proposed Terms and Conditions for Revenue Bonds

(Rev. 6/5/2019)

1. New Money Issuance

- Application Fee \$3,500
(additive)
- 0.75% of 1st \$5M
(additive)
- 0.5% of \$5,000,001 - \$75M
(additive)
- 0.4% of \$75,000,001 - \$150M
(additive)
- 0.3% of issuances over \$150M
- All costs
- Blanket Waiver and Indemnity (Form attached)

2. Refunding Issuance

- Application fee \$5,000
- 10% of New Money fee above, not including New Money application fee
(see above)
- All costs
- Blanket Waiver and Indemnity (Form attached)

3. Taxable New Money Issuance or Taxable Refunding Issuance (in Conjunction with Tax-Exempt Issuance)

- Application fee No additional application fee
(see above)
- 25% of New Money fee or Refunding fee above, as applicable,
not including application fee
- All costs
- Blanket Waiver and Indemnity (Form attached)

4. Other Actions and Approvals involving financings/other issuances (including other IDAs)

- Same fee as New Money or Refunding, as applicable (see above)
- All costs
- Blanket Waiver and Indemnity (Form attached)

5. Ministerial/Legal actions not involving any issuance or financing, however defined

- Application fee \$3,500
- All costs
- Blanket Waiver and Indemnity (Form attached)
- Discretionary fee- waiver for non-IDA government entities, except where effect of action equates to New Money or Refunding

Form Blanket Waiver and Indemnity

[Entity] having had the opportunity for full diligence and consultation with [Entity]’s own legal counsel, and, for consideration of unquantifiable value to [Entity] so as to induce the Authority to take the actions provided for in the Resolution, [Entity] hereby agrees and covenants as follows:

1. [Entity] now and forever waives any claim against the Authority, its directors, officers, members, and agents, and the City of Alexandria, its officials, employees, and agents (each, for the purposes of this provision and the next, “Alexandria”), with respect to every direct and indirect actual, potential, and contingent liability, claim, charge, award, and judgment (each, for the purposes of this provision and the next, a “Claim”) arising out of or related to the subject-matter of this resolution; and
2. [Entity] hereby promises, agrees, warrants, and covenants to fully and absolutely defend and indemnify Alexandria against any Claim arising out of or related to the subject-matter of this resolution.

For the purposes of the foregoing provision, [Entity] includes — and expressly so binds — all of [Entity]’s members, owners, creditors, partners, agents, administrators, heirs, successors, assigns, employees, trustees, receivers, escheators, subrogors and subrogees, howsoever they may appear.

Industrial Development Authority of the City of Alexandria

Application Statement - *See Attached for Responses*

1. Applicant

- a. Legal name of applicant and state of incorporation or formation:
- b. Address and location of principal office:
- c. Telephone and telecopy numbers:
- d. Names and addresses of officers or partners:
- e. To whom correspondence should be directed:
- f. Name and address of counsel for applicant:
- g. Indicate name, state of incorporation and relationship of all direct or indirect parent companies of applicant.

2. Statement of benefits to the City of Alexandria and the Commonwealth of Virginia from the project

3. Identification and description of proposed project

- a. General location of proposed project in the City of Alexandria.
- b. Describe the types of facility which you are applying for financing. What manufacturing or other processes will be conducted at the project?
- c. Describe the proposed arrangement to finance the cost of construction or acquisition of the project. Briefly detail a projected time schedule.
- d. If the Applicant now owns the project site, indicate:
 - (1) date of purchase
 - (2) purchase price
 - (3) balance of existing mortgage
 - (4) holder or mortgage
- e. If the Applicant is not now the owner of the project site, does the Applicant have an option to purchase the site and any buildings on the site? If yes, indicate:
 - (1) date option agreement signed with owner
 - (2) purchase price under option
 - (3) expiration date of option

- f. Has the Applicant entered into a contract to purchase the site? If yes, indicate:
 - (1) date signed
 - (2) purchase price
 - (3) settlement date
- g. Present owner of the site of the project, and the relationship between the present legal owner and the applicant:
- h. Status of plans for the Project. Please indicate architect, engineer, general contractor and major subcontractors.
- i. Has construction work on this project begun? If yes, please indicate what work has been done to date.
- j. List principal items or categories of equipment to be acquired as part of the project:
- k. Has any of the above equipment been ordered or purchased? If yes, indicate:
- l. State the proposed estimated uses of bond proceeds:

| Description of Cost | Estimated Amount (\$) |
|-----------------------------------|-----------------------|
| Land | |
| Building | |
| Equipment | |
| Engineering | |
| Architecture | |
| Interest (capitalized) | |
| Bond discount and cost of finance | |
| Face amount of issue | |

- m. Have any of the above expenditures already been made by the Applicant? If yes, indicate particulars:
- n. Have any of the above expenditures been incurred but not paid by the Applicant? If yes, indicate particulars:
- o. Are costs of working capital, moving expenses, work in process, or stock in trade included in the proposed uses of bond proceeds?
- p. Will any of the funds to be borrowed through the Authority be used to repay or refinance an existing mortgage or outstanding loan?
- q. If any space in the project is to be leased to third parties, indicate total square footage of the project, amount to be leased to each tenant, and proposed use by each tenant.
- r. Type and amount of outstanding bonds. State the type and amount of outstanding bonds or other obligations, if any, on the present facilities or any other facilities of the Applicant. Include the amount of annual payments required and the year when the bonds will be paid off.
- s. Brief description of Applicant’s existing facilities, if any. Indicate if the existing facilities are to be abandoned or will continue in use.

- t. Will the construction, occupation or use of the project involve the creation of any pollutants or other emissions, or the use or manufacture of any toxic or hazardous substances? Will operation of the project involve consumption or use of large amounts of electricity, water, gas or other services as products customarily furnished by utilities? Will construction or operation of the project have any impact upon local businesses or residents, such as emission of odors, traffic in and out of the project, or storage of large amounts of materials at the project site? Please provide particulars.

4. Financial

- a. Future financing plans other than this project:
- b. Description of present debt, guaranty, long term contracts, prior liens, and other contingent liabilities:
- c. Proposed immediate and long term capital expenditures:
- d. Commercial banking connections and for how long a period:
- e. Attach to Application the following financial statements for each of the preceding three (3) years.
- (1) Statement of financial condition.
 - (2) Profit and Loss statement.
 - (3) Statement of surplus.

If the Applicant is a new or recently formed business entity, without recent financial statements, the Applicant should furnish the financial information required by the Application for each principal shareholder, partner or other principal of the Applicant. If the Applicant is a subsidiary corporation without its own financial statements, financial statements of the parent corporation or consolidated financial statements may be submitted in lieu of financial statements for the Applicant. If the obligations of the Applicant will be guaranteed by any person or business entity, then financial statements of such guarantor should also be included with the Application. Pro forma financial statements, if available, should be submitted with the Application. Since this Application will become a part of the public records of the Authority, in the event the Applicant does not desire financial records not otherwise available to the public to be included in the public record please so indicate so such records may be returned to the Applicant.

- f. Has the Applicant, any proposed guarantor, or any of their principal partners or shareholders ever declared bankruptcy or been involved in any bankruptcy or insolvency proceeding whether voluntary or involuntary? If so, describe particulars.
- g. Has any underwriter, broker or investment banker been retained by Applicant in connection with this proposed bond issue? If so, who?
- h. Please indicate the person or institution to whom the bonds will be sold or any persons or institutions which have indicated an interest in purchasing the bonds.

5. Miscellaneous

- a. Is the Applicant or any major shareholder or partner presently involved in any litigation, investigation or proceeding? If so, please describe.
- b. Is the Applicant or any major shareholder or partner of the Applicant, or any other person working for the Applicant in this proposed financing subject to any order, decree or judgment of any court or administrative or other governmental agency or body? If so, please describe.

- c. Is the Applicant, or any of its shareholders or partners, or any guarantor, or any other person representing Applicant in connection with this proposed financing, involved in any investigation, litigation or proceeding relating to the issuance or sale of securities or any applicable banking laws or regulations? Have any of the foregoing persons ever been involved in any such investigation, litigation or proceeding? If so, please describe in full.
- d. Is the Applicant subject to regulation (other than in the ordinary course of business) by any Federal or State administrative agencies or bodies? If so, please provide details.
- e. Please complete the attached Fiscal Impact Statement to be furnished to the City Council of the City of Alexandria.
- f. Please complete and sign the attached Applicant's Estoppel Certificate and Agreement.

6. Agreement to Pay Authority's Cost and Expenses

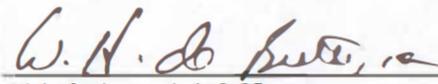
To induce the Industrial Development Authority of the City of Alexandria to consider this Application and to adopt an inducement resolution agreeing to assist Applicant in the financing of the Project, Applicant, by submitting this Application to the Authority agrees:

- (1) To pay all fees, costs and expenses of the Authority, including any costs for publication of public hearing notices, and the fees and disbursements of the Authority's Counsel in connection with the authorization, issuance and sale of the bonds contemplated by this Application;
- (2) To comply with the Authority's Rules and Procedures, a copy of which has been received by the Applicant; and
- (3) To advise the Authority in writing of any material changes to the information contained in this Application.

The Authority has relied on the representations of the Applicant contained in this Application and has not independently verified the information contained in this Application, including the financial records and the Fiscal Impact Statement accompanying this Application. The Authority makes no representation as to the accuracy of the information supplied by the Applicant or the creditworthiness of the Applicant.

The Protestant Episcopal High School in Virginia

LEGAL NAME OF APPLICANT



SIGNATURE

William H. de Butts III

NAME

Secretary/Treasurer/CFO

TITLE

Notes to Application

1. Applicants are referred to the Authority's Rules and Procedures for provisions governing the submission of this Application to the Authority.
2. Applications and all exhibits should be submitted to each Director of the Authority, the Authority's Secretary and Counsel, the Director of Finance of the City of Alexandria and the Executive Director of the Alexandria Economic Development Program at least twenty-one (21) days before the meeting at which the Application is to be considered.
3. The appropriate application fee should be submitted to the Authority with the Application.
4. Questions concerning the qualification of a project or certain expenses of industrial development revenue bond financing or other legal questions relating to the issuance of bonds should be directed to the Authority's Counsel.

Notice to Applicants

The Internal Revenue Code of 1986, as amended, has imposed a number of restrictions on tax-exempt revenue bond financing, including a limitation on the volume of certain private activity revenue bonds issued within any jurisdiction and restrictions on financing the acquisition of land or existing buildings. Should your application receive favorable consideration, the adoption of any resolution by the Authority or the City Council of the City of Alexandria carries no assurance of or commitment for any allocation of private activity bond issue volume. By filing this application, you agree to assume the risk that the limited amount of permissible private activity revenue bond financings may not be available or allocated to your project.

Fiscal Impact Statement for Proposed Industrial Revenue Bond Financing

To the City Council of the City of Alexandria, Virginia

June 21, 2021

Date: _____

Name of Applicant: The Protestant Episcopal High School in Virginia Facility: Episcopal High School

- 1. Maximum amount of financing sought \$ 60,000,000
- 2. Estimated taxable value of the facility's real property to be constructed in the municipality \$ N/A
- 3. Estimated real property tax per year using present tax rates \$ N/A
- 4. Estimated personal property tax per year using present tax rates \$ N/A
- 5. Estimated merchants' capital tax per year using present tax rates \$ N/A
- 6. (a) Estimated dollar value per year of goods that will be purchased from Virginia companies within the locality \$ 31,000,000
- (b) Estimated dollar value per year of goods that will be purchased from non Virginia companies within the locality \$ 0
- (c) Estimated dollar value per year of services that will be purchased from Virginia companies within the locality \$ 4,000,000
- (d) Estimated dollar value per year of services that will be purchased from non Virginia companies within the locality \$ 2,000,000
- 7. Estimated number of regular employees on year round basis 7
- 8. Average annual salary per employee \$ 70,000

Chairman, Industrial Development
Authority of the City of Alexandria

If one or more of the above questions do not apply to the facility indicate by writing N/A (not applicable) on the appropriate line.

Industrial Development Authority of the City of Alexandria

Rules and Procedures

Article I

PURPOSE AND SCOPE

Section 1.1 Purpose. These Rules shall govern the submission of Applications to the Authority, application and administrative fees, consideration of matters to be brought to the attention of the Authority relating to the authorization, issuance and sale of its Bonds, the adoption of Financing Documents, reports to be submitted to the Authority, and such other matters as are contained herein.

Section 1.2 Scope. These Rules are supplementary to the Authority's Bylaws and the Act. In the event of any conflict between the Authority's Bylaws, the Act and these Rules, the provisions of the Bylaws and the Act shall prevail.

Article II

DEFINITIONS

Section 2.1 Definitions. As used in these rules and procedures, the following terms shall have the meaning as set forth herein, unless the context clearly requires otherwise:

“Act” shall mean the Industrial Development and Revenue Bond Act, Chapter 33, Title 15.1, Code of Virginia of 1950, as amended.

“Applicant” shall mean any individual, person, firm, corporation, partnership or other entity applying for industrial development revenue bond financing, or for whose benefit the Authority has issued its Bonds, or who requests the Authority to take any action.

“Application” shall mean the Authority's form application for industrial development revenue bond financing as in effect from time to time.

“Authority” shall mean the Industrial Development Authority of the City of Alexandria, a political subdivision of the Commonwealth of Virginia.

“Bonds” shall mean any notes, bonds and other obligations authorized to be issued by the Authority pursuant to the Act.

“Code” shall mean the Code of Virginia of 1950, as amended.

“Financing Documents” shall mean any resolutions, instruments, documents, papers, elections, certificates or financing statements required to be adopted or authorized, executed and delivered by the Authority in connection with the authorization, issuance and sale of its Bonds.

“IRC” shall mean the Internal Revenue Code of 1954, as amended.

“Project” shall mean any land, improvements, machinery, equipment or property financed by the issuance and sale of the Authority's Bonds.

“Rules” shall mean these Rules and Procedures of the Authority, as may be in effect from time to time.

Article III

GENERAL

Section 3.1 Copies to be Provided Applicants. A copy of these rules and procedures shall be furnished by the Authority's Secretary to each prospective Applicant.

Section 3.2 Compliance with Rules and Procedures. Each Applicant shall comply with these rules and procedures in the submission of its Application or any Financing Documents to the Authority and in requesting that the Authority take any action, including the adoption of Financing Documents. Failure to comply with these rules and procedures shall constitute sufficient reason for the Authority to refuse to consider any Application, Financing Documents or any other matter to be brought before the Authority by or on behalf of any Applicant.

Section 3.3 Amendments. These rules and procedures may be changed from time to time by the Authority by the vote of a majority of its Directors present at any meeting of the Authority, provided notice of such change shall have been given to each Director before such meeting. These rules and procedures may, notwithstanding the foregoing, be amended without prior notice upon the affirmative vote of all Directors of the Authority.

Section 3.4 Preparation and Distribution of Agenda and Minutes.

- (a) A preliminary agenda for the Authority's meetings shall be prepared and distributed by the Authority's Secretary no later than five days before the Authority's scheduled meeting date. When action is to be taken with reference to a Project or the issuance of Bonds, the agenda shall contain a description of the type, nature and location of the project, the name of the Applicant and the nature of the action to be taken by the Authority. The agenda may state that it is a preliminary agenda subject to change at or before the Authority's meeting.
- (b) A copy of the agenda for the Authority's meeting shall be provided to the following: each officer and director of the Authority, and to each person, firm or organization which shall have submitted a written request to the Authority's Secretary that its name be placed on the mailing list for the agenda of the Authority's meetings, which request shall include the address of the person, firm or organization submitting a written request to receive such notice. Each person, firm or organization submitting a written request to receive copies of the Authority's agenda shall renew such request in writing every six months during the months of June and December for the next succeeding six month period. If any request is not so received, such name and address shall be deleted from the mailing list.
- (c) Preliminary drafts of the minutes of the Authority's meeting shall, as soon as practicable following the meeting, be mailed or delivered to each officer and director of the Authority and the Authority's counsel. Each preliminary copy of the minutes so distributed shall be marked to indicate that it is a preliminary draft subject to additions or corrections at the Authority's next meeting. The date of approval of the Authority's minutes shall appear at the foot of the last page of the minutes and shall, when approved, be signed by the Chairman and Secretary of the Authority.

Article IV

APPLICATION PROCEDURES, FEES AND REQUIREMENTS

Section 4.1 Applications. Each Applicant shall submit a fully and accurately completed Application to each Director of the Authority, the Authority's Secretary and Counsel, the Finance Director of the City of Alexandria and the Executive Director of the Alexandria Economic Development Partnership, at least twenty-one (21) days before the Authority's meeting at which the Application is to be considered. Each Application shall include all requested exhibits. In the event all requested exhibits are not available or not to be made part of the public record, a statement of explanation will be attached to the Application. The Authority recommends that each Applicant seek the advice of the Executive Director of the Alexandria Economic Development Partnership, Virginia or the Authority's Counsel respecting completion of the Application before submitting it to the Authority.

Section 4.2 Administrative Fee. The Authority charges an administrative fee for all Bonds issued or assumed. A portion of the administrative fee is due and payable at the time of submission of an Application. A schedule of the Authority's administrative fees and when such fees are due and payable may be obtained from the Authority's offices.

Section 4.3 Costs and Expenses. The Authority requires reimbursement of its costs and expenses incurred in connection with the issuance and sale of its Bonds and by virtue of its Bonds being outstanding. (See Section 5.2)

Section 4.4 Modification Fee; Transaction Fee.

- (a) The Authority may, in its discretion, charge a modification fee in the amount of \$500 to any Applicant requesting the Authority to approve any modification or amendment to its Bonds or the applicable Financing Documents. The modification fee shall be due and payable on or before the date of execution and delivery of the modification or amendment.
- (b) The Authority may charge a transaction fee in the amount of \$500 to any Applicant requesting the Authority to take any action, regardless of whether the Authority has Bonds outstanding for the benefit of the Applicant. The transaction fee will be in addition to any other fees required hereunder.

Section 4.5 Transcripts of Proceedings. Each Applicant receiving Bond financing through the Authority shall furnish to the Authority upon the sale and delivery of the Bonds, two complete transcripts of the Financing Documents relating to such Bonds. Bond transcripts shall be hardback bound in library standard quality binders at the cost and expense of the Applicant.

Section 4.6 Bond Validation Proceedings. The Authority may require that before issuance, its Bonds be validated by the Circuit Court of the City of Alexandria, Virginia, pursuant to the requirements of Article 6, Chapter 5, Title 15.1 of the Code. The costs, expenses and fees incurred in connection with any bond validation proceeding required by the Authority, including attorneys' fees, shall be paid by the Applicant.

Section 4.7 Additional Information Required of Applicants.

- (a) The Authority may adopt an inducement resolution conditioned upon the subsequent furnishing of certain information satisfactory to the Authority. All required information shall be promptly furnished to the Authority and failure of any Applicant to furnish such information shall constitute a ground for rescission of any inducement resolution adopted pursuant to such conditions.
- (b) The Authority may, at its option, require the furnishing of appraisals, evaluations or reports respecting the Project or any portion thereof. The Authority may retain advisors and consultants to advise it regarding any Project or other action which it is requested to undertake by any Applicant. All costs, fees and expenses of such appraisals, reports, consultants and advisors incurred by the Authority after prior notification to the Applicant shall be paid by the Applicant.
- (c) Since the Authority usually acts based upon information furnished to it solely by the Applicant, the Authority reserves the right to require at any time the furnishing of additional information concerning the Applicant, its financial statements, and any other information deemed relevant by the Authority. In instances where the Applicant has undergone changes in form or management or where the security to be given for payment of the Bonds has changed, the Applicant shall report such changes promptly to the Authority.

Section 4.8 Notice of Public Hearing. The Applicant shall publish a notice of public hearing with respect to each Application for which a public hearing is required by the Code once a week for two successive weeks, to be published in a newspaper having general circulation in the City of Alexandria, Virginia and in such other newspapers as may be required. The notice shall be in a form approved by the Authority's Counsel and Bond Counsel. The second publication shall be not less than six nor more than twenty-one days before the Authority's meeting at which the Application is to be considered. Persons who are interested in speaking at any public hearing held by the Authority are encouraged to submit their comments in writing. The Authority shall publish such additional notice or notices and hold such additional public hearings with respect to each Application as may be required by law or recommended by Counsel to the Authority.

Section 4.9 Projects Outside the City of Alexandria, Virginia. Any Application to finance a Project located outside the City of Alexandria, Virginia shall be accompanied by evidence satisfactory to the Authority that the county, city or town in which the Project is proposed to be located approves the proposed financing of the Project by the Authority. Following the adoption of an inducement resolution for such Project, the Applicant shall furnish to the Authority a certified copy of a resolution duly adopted by the governing body of such county, city or town stating that such governing body concurs with the inducement resolution adopted by the Authority. The Authority may also require additional evidence concerning the impact or effect of the Project on the area where it will be located, whether the Project has received appropriate local approvals or permits, and whether the Project is acceptable to the inhabitants where it will be located.

Section 4.10 NationsBank Pooled Loan Program. The Authority is the issuer of Bonds under a pooled loan program with NationsBank for projects throughout the Commonwealth of Virginia. All such Bond issues shall be subject to these rules and procedures except that the Authority's administrative fee for Projects outside of the City of Alexandria shall be based on the fee schedule set forth in the Authority's agreement with NationsBank. A schedule of the Authority's fees charged with respect to Bonds issued under the NationsBank program may be obtained from the Authority's offices.

Article V

PROVISIONS TO BE INCORPORATED INTO RESOLUTIONS AND FINANCING DOCUMENTS

Section 5.1 Inducement Resolutions. Each inducement resolution adopted by the Authority shall provide that it shall continue in full force and effect for a period of two years unless specifically extended by the Authority.

Section 5.2 Payment of Authority Expenses. The Financing Documents adopted by the Authority for the benefit of any Applicant shall provide that the Applicant agrees to pay all costs, fees and expenses incurred by the Authority (including attorney's fees) in connection with:

- (a) the authorization, issuance and sale of the Authority's Bonds;
- (b) the ownership, occupation, operation or use of the Project being financed, whether owned by the Authority or the Applicant;
- (c) prepayment or redemption of the Authority's Bonds;
- (d) administrative costs and expenses of the Authority, including the fees of attorneys, accountants, engineers, appraisers or consultants, paid or incurred by the Authority by reason of the Bonds being outstanding or pursuant to requirements of the Financing Documents; and
- (e) Such other fees and expenses of the Authority, not directly related to the Project being financed for the Applicant, but attributable to the Authority's financing of industrial or commercial Projects, including without limitation, a share of costs of the Authority's annual audit as required by Code Section 15.1-1377, determined as follows:
 - (1) All costs and fees relating to the annual audit and directly attributable to a particular Applicant or Project, shall be charged to such Applicant; and
 - (2) Any costs and fees of such audit not directly attributable to any Applicant or Project shall be allocated among all Applicants having Bonds outstanding, pro rata, as the amount of Bonds originally issued for such Applicant bears to the total face amount of Bonds issued by the Authority of which any portion of any issue remains outstanding and unpaid.

Section 5.3 Indemnification of the Authority. Each Applicant shall agree to indemnify and save harmless the Authority and its officers, directors, employees and agents (hereinafter the "Indemnitees") from and against all liabilities, obligations, claims, damages, penalties, fines, losses, costs and expenses (hereinafter referred to as "Damages"), including without limitation:

- (a) all amounts paid in settlement of any litigation commenced or threatened against the Indemnitees, if such settlement is effected with the written consent of the Applicant;
- (b) all expenses reasonably incurred in the investigation of, preparation for or defense of any litigation, proceeding or investigation of any nature whatsoever, commenced or threatened against the Applicant, the Project or the Indemnitees;
- (c) any judgments, penalties, fines, damages, assessments, indemnities or contributions; and
- (d) the reasonable fees of attorneys, auditors, and consultants; provided that the Damages arise out of:
 - (i) failure by the Applicant, or its officers, employees or agents, to comply with the terms of the Financing Documents and any agreements, covenants, obligations, or prohibitions set forth therein;
 - (ii) any action, suit, claim or demand contesting or affecting the title of the Project;
 - (iii) any breach of any representation or warranty set forth in the Financing Documents or any certificate delivered pursuant thereto, and any claim that any representation or warranty of the Applicant contains or contained any untrue or misleading statement of fact or omits or omitted to state any material facts necessary to make the statements made therein not misleading in light of the circumstances under which they were made;
 - (iv) any action, suit, claim, proceeding or investigation of a judicial, legislative, administrative or regulatory nature arising from or in connection with the construction, acquisition, ownership, operation, occupation or use of the Project; or

- (v) any suit, action, administrative proceeding, enforcement action, or governmental or private action of any kind whatsoever commenced against the Applicant, the Project or the Indemnitees which might adversely affect the validity or enforceability of the Bonds, the Financing Documents, or the performance by the Applicant or any Indemnitee of any of their respective obligations thereunder.

Section 5.4 Bond Counsel Opinion Required. Before issuing and delivering any of its Bonds, the Authority shall receive an unqualified approving opinion of recognized bond counsel licensed to practice law in Virginia and approved by the Authority stating, among other things, that the Bonds have been duly authorized, executed, issued and delivered, that the interest thereon is exempt from Federal income taxation under IRC §103 (or other applicable provision of law) and taxation by the Commonwealth of Virginia, and that the Bonds are exempt from registration requirements under applicable state and Federal securities laws.

Section 5.5 Covenants to Preserve Tax Exempt Status of Bonds. All Financing Documents presented for approval by the Authority shall contain appropriate covenants of the Applicant designed to insure compliance with the requirements of IRC §103 to preserve the tax exempt status of interest on the Bonds, including without limitation, “arbitrage” requirements, capital expenditure limitations and reporting requirements.

Section 5.6 Payments in Lieu of Taxes. In event title to the Project is held by any person or entity not subject to real or personal property taxes, the Applicant and any user of the Project, unless specifically exempted by the Authority, shall enter into an agreement to pay all taxes, levies, assessments, charges or other impositions which may be levied by any taxing authority on the Project as if such Applicant or user held title to the Project or any portion thereof.

Section 5.7 Restriction on Advertising. The Applicant and any purchaser or underwriter of the Authority’s Bonds shall not publish any advertisement, tombstone or other information with respect to the Authority’s Bonds unless (a) such advertisement has been approved by the Chairman or Vice Chairman of the Authority and Counsel to the Authority and (b) such advertisement contains the statement set forth below with respect to the limited nature of the obligations. Any bond purchase agreement entered into in connection with the Authority’s Bonds shall contain a covenant in substantially the following form which shall be binding on the Applicant, any purchaser and any underwriter of such bonds:

The undersigned agree that no advertisement, tombstone or other information with respect to the Bonds shall be published in any newspaper or other publication unless such advertisement (a) is approved by the Chairman or Vice Chairman of the Authority and Counsel to the Authority and (b) clearly states that the Bonds are limited obligations of the Authority payable solely from revenues and that neither the Commonwealth of Virginia nor any political subdivision thereof, including the Authority and the City of Alexandria, Virginia, shall be obligated to pay the principal of or the interest or premium, if any, on the Bonds and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any political subdivision thereof, including the Authority and the City of Alexandria, is pledged to payment of the Bonds.

Article VI

REPORTS

Section 6.1 Interim Reports by Applicants. Each Applicant shall file with the Authority a written report describing the status of its proposed financing no later than the last day of the second month after the adoption of an inducement resolution for the Applicant and every three months thereafter until the adoption of any Financing Documents by the Authority. Such written report shall include the proposed purchaser of the Bonds, the proposed terms of the Bonds, the status of Financing Documents, and the current status of the Project. Each Applicant shall promptly notify the Authority of any significant or material changes to any information previously furnished by the Applicant to the Authority, including specific descriptions of new or changed plans for the placement of the bonds and the security to be offered.

Section 6.2 Annual Reports of Applicants. Each Applicant, after the issuance and sale of the Authority’s Bonds for the benefit of such Applicant, shall annually report to the Authority no later than June 30 the status of the Project, which shall include the outstanding and unpaid balance of Bonds issued for the Project, whether any event of default has occurred under the Financing Documents, and other information relating to the financing of the Project and benefits to the City of Alexandria, Virginia.

Section 6.3 Reports by Authority Chairman, Directors, etc. At each meeting of the Authority, the Chairman, each Director, the Secretary, the Treasurer and the Authority’s Counsel shall report any action taken on behalf of the Authority since the last meeting, including receipt of reports required under Sections 4.7, 6.1 and 6.2.

Article VII

ENFORCEMENT

Section 7.1 Enforcement of Provisions. The Authority may refuse to consider or adopt any inducement resolutions, Financing Documents or any other matters presented for its consideration if the Applicant has failed to comply with the requirements of these Rules.

Section 7.2 Repeal of Actions Previously Taken. The Authority may rescind or repeal any inducement resolution previously adopted by it or any other action taken by the Authority because of failure of the Applicant to comply with the provisions of these Rules or because of substantial changes in the management, ownership, Project plan or financial circumstances of the Applicant; provided, however, no inducement resolution or action taken by the Authority shall be repealed or rescinded unless prior written notice of such proposed action shall have been mailed to the Applicant at least three weeks before the date upon which such action is proposed to be taken.

Notwithstanding the foregoing, no such action shall be taken by the Authority which will impair or adversely affect the interests of the holders of the Authority's Bonds.

Article VIII

STATEMENTS OF POLICY

Section 8.1 Construction, Operation and Effect of Rules. These Rules are intended as guidelines to promote and insure the orderly and consistent consideration of Applications, Financing Documents and other matters brought before the Authority. For good cause, application of these Rules may be modified and waived upon a case by case basis upon the consent of the Authority. Any action taken by the Authority not in conformity with these Rules shall, nevertheless, be fully effective as if taken in compliance with these Rules. It is, however, the policy of the Authority that each Applicant comply fully and completely with these Rules, and failure to comply with these Rules may constitute grounds for refusal by the Authority to take any action requested.

Section 8.2 Approval of Inducement Resolution not to Constitute an Endorsement of Applicant. The purpose of the Authority, as set forth in the Act, is to promote industry and develop trade by inducing manufacturing, industrial, governmental, commercial and non-profit enterprises to locate in or remain in the Commonwealth of Virginia. Pursuant to the Act, the Authority's powers shall be exercised for the benefit of the inhabitants of Virginia through the promotion of their safety, health, welfare, convenience or prosperity. Accordingly, the Authority's decision to adopt an inducement resolution or take other action will be based largely upon these factors. Further, the Act prohibits the Authority from operating any enterprise or Project. Since the Authority is a conduit for providing tax exempt financing to promote the commerce and industry of the Commonwealth of Virginia and the City of Alexandria, Virginia, and given the express prohibition against operating enterprises or Projects, the Authority believes it is improper for it to inquire into matters relating to the business judgment of the management of any Applicant not relevant to the foregoing factors. The Authority may, however, examine the business decisions and other aspects of management of the Applicant should it deem such matters relevant to the authorization, issuance and sale of its Bonds.

In view of the foregoing limitations, the adoption of an inducement resolution or any other action taken by the Authority is not to be used by any Applicant in any manner whatsoever as an endorsement or approval of the Applicant, its policies or its management.

Section 8.3 Security for Payment of Bonds. The Authority will require a showing that any issue of its Bonds is fully and adequately secured. If the Bonds are secured by a lien upon or security interest in the Project financed with the proceeds of such Bonds, the Authority may require an appraisal of the Project showing that it is valued in an amount sufficient to pay the outstanding principal amount of the Rules. Among other things, the Rules require that each Applicant inform the Authority of any new developments or material changes in information which has been submitted to the Authority, either orally or in writing. Matters concerning the structure of the financing, the prospective purchasers of the Bonds and the security for payment of the Bonds are items of particular interest to the Authority; however, the Authority expects to be kept informed of all material changes to information submitted to it.

By submitting an Application to the Authority, the Applicant agrees to abide by these Rules. Thus, the burden is placed upon the Applicant to review and to comply with these Rules. The principal sanction which may be applied by the Authority against any Applicant for failure to comply with the Rules would be a refusal to take any action requested by the applicant. Such a refusal might result in embarrassment to or considerable financial expenses on the part of the Applicant. To avoid such embarrassment or expense, the Authority urges each Applicant to keep the Authority fully informed of any new developments or material changes to information previously submitted to the Authority, including in particular, changes in the contemplated financing structure or the proposed security for the Bonds. As noted above, the burden is upon the Applicant to convey this information to the Authority in a timely manner. What constitutes "timely" depends upon the circumstances of each case; however, each Applicant is urged to provide all such information before considerable time and expense is incurred upon matters which may prove unacceptable to the Authority. Any such communications should be made directly to the Authority's officers, directors and counsel.

INDUSTRIAL DEVELOPMENT AUTHORITY OF
THE CITY OF ALEXANDRIA

APPLICATION STATEMENT ATTACHMENT

1. Applicant

- a. Legal name of applicant and state of incorporation or formation:

**The Protestant Episcopal High School in Virginia
Incorporated in Virginia**

- b. Address and location of principal office:

**1200 North Quaker Lane
Alexandria, VA 22302**

- c. Telephone and telecopy numbers:

**Main Phone: 703-933-3000
Fax: 703-933-3019**

- d. Names and addresses of officers or partners:

**Charles M. Stillwell, President/Head of School
William H. de Butts III, Secretary/Treasurer/CFO**

1200 North Quaker Lane Alexandria, VA 22302

- e. To whom correspondence should be directed:

**T.W. Bruno, Esq.
McGuire Woods LLP
Gateway Plaza
800 East Canal Street
Richmond, VA 23219**

- f. Name and address of counsel for applicant:

**T.W. Bruno, Esq.
McGuire Woods LLP
Gateway Plaza
800 East Canal Street
Richmond, VA 23219**

- g. Indicate name, state of incorporation and relationship of all direct or indirect parent companies of applicant.

N/A

- 2. Statement of benefits to the City of Alexandria and the Commonwealth of Virginia from the project

The new money proposed as part of this transaction will be used to improve the overall residential experience of our students. The school has approximately 110 students from the Commonwealth of Virginia (24% of the total student body). The improved and enlarged health and wellness center will provide medical services to our students that should reduce the use of local medical facilities by our students.

- 3. Identification and description of proposed project

- a. General location of proposed project in the City of Alexandria.

Episcopal High School Campus, 1200 North Quaker Lane

- b. Describe the types of facility which you are applying for financing. What manufacturing or other processes will be conducted at the project?

Financing proceeds will be used for building a new wellness center and dormitory facilities.

- c. Describe the proposed arrangement to finance the cost of construction or acquisition of the project. Briefly detail a projected time schedule.

Construction is expected to begin in 2021 and be completed by 2022. Cannon Design in the architect for the wellness center and Bowie Gridley for the dormitories. Orr Partners is the project manager for both projects.

- d. If the Applicant now owns the project site, indicate:

- (1) date of purchase

1839

- (2) purchase price

Unknown

- (3) balance of existing mortgage

None

(4) holder or mortgage

N/A

- e. If the Applicant is not now the owner of the project site, does the Applicant have an option to purchase the site and any buildings on the site? If yes, indicate:

N/A

(1) date option agreement signed with owner

(2) purchase price under option

(3) expiration date of option

- f. Has the Applicant entered into a contract to purchase the site? If yes, indicate:

N/A

(1) date signed

(2) purchase price

(3) settlement date

- g. Present owner of the site of the project, and the relationship between the present legal owner and the applicant:

The Protestant Episcopal High School in Virginia; same

- h. Status of plans for the Project. Please indicate architect, engineer, general contractor and major subcontractors.

Please see the response to 3(c) for plans for the Project.

i. Has construction work on this project begun? If yes, please indicate what work has been done to date.

No

j. List principal items or categories of equipment to be acquired as part of the project:

Proceeds would be used to build a new wellness center and two new dormitories. Building materials, appliances, etc. will be acquired.

k. Has any of the above equipment been ordered or purchased? If yes, indicate:

No

l. State the proposed estimated uses of bond proceeds:

| Description of Cost | Estimated Amount (\$) |
|-----------------------------------|-----------------------|
| Land | - |
| Building | \$45,000,000 |
| Equipment | - |
| Engineering | - |
| Architecture | - |
| Interest (capitalized) | - |
| Refinancing Existing Debt | \$10,200,000 |
| Contingency | \$4,300,000 |
| Bond discount and cost of finance | \$500,000 |
| Face amount of issue | \$60,000,000 |

m. Have any of the above expenditures already been made by the Applicant? If yes, indicate particulars:

No

n. Have any of the above expenditures been incurred but not paid by the Applicant? If yes, indicate particulars:

No

o. Are costs of working capital, moving expenses, work in process, or stock in trade included in the proposed uses of bond proceeds?

No

- p. Will any of the funds to be borrowed through the Authority be used to repay or refinance an existing mortgage or outstanding loan?

No

- q. If any space in the project is to be leased to third parties, indicate total square footage of the project, amount to be leased to each tenant, and proposed use by each tenant.

N/A

- r. Type and amount of outstanding bonds. State the type and amount of outstanding bonds or other obligations, if any, on the present facilities or any other facilities of the Applicant. Include the amount of annual payments required and the year when the bonds will be paid off.

Please see the enclosed financial statements.

- s. Brief description of Applicant's existing facilities, if any. Indicate if the existing facilities are to be abandoned or will continue in use.

The existing campus, which will continue to be in use, contains typical facilities for a boarding school of approximately 450 students, including academic, residential and sports facilities.

- t. Will the construction, occupation or use of the project involve the creation of any pollutants or other emissions, or the use or manufacture of any toxic or hazardous substances? Will operation of the project involve consumption or use of large amounts of electricity, water, gas or other services as products customarily furnished by utilities? Will construction or operation of the project have any impact upon local businesses or residents, such as emission of odors, traffic in and out of the project, or storage of large amounts of materials at the project site? Please provide particulars.

No

4. Financial

- a. Future financing plans other than this project:

None at present

- b. Description of present debt, guaranty, long term contracts, prior liens, and other contingent liabilities:

Please see the enclosed financial statements.

- c. Proposed immediate and long term capital expenditures:

Regular capital maintenance of the School's existing facilities on an as-needed basis.

- d. Commercial banking connections and for how long a period:

Truist Bank, since approximately 1950

- e. Attach to Application the following financial statements for each of the preceding three (3) years.

- (1) Statement of financial condition.
- (2) Profit and Loss statement.
- (3) Statement of surplus.

If the Applicant is a new or recently formed business entity, without recent financial statements, the Applicant should furnish the financial information required by the Application for each principal shareholder, partner or other principal of the Applicant. If the Applicant is a subsidiary corporation without its own financial statements, financial statements of the parent corporation or consolidated financial statements may be submitted in lieu of financial statements for the Applicant. If the obligations of the Applicant will be guaranteed by any person or business entity, then financial statements of such guarantor should also be included with the Application. Pro forma financial statements, if available, should be submitted with the Application. Since this Application will become a part of the public records of the Authority, in the event the Applicant does not desire financial records not otherwise available to the public to be included in the public record please so indicate so such records may be returned to the Applicant.

- f. Has the Applicant, any proposed guarantor, or any of their principal partners or shareholders ever declared bankruptcy or been involved in any bankruptcy or insolvency proceeding whether voluntary or involuntary? If so, describe particulars.

No

- g. Has any underwriter, broker or investment banker been retained by Applicant in connection with this proposed bond issue? If so, who?

Yes, Stifel Public Finance

- h. Please indicate the person or institution to whom the bonds will be sold or any persons or institutions which have indicated an interest in purchasing the bonds.

Private placement anticipated with a to-be selected bank

5. Miscellaneous

- a. Is the Applicant or any major shareholder or partner presently involved in any litigation, investigation or proceeding? If so, please describe.

No

- b. Is the Applicant or any major shareholder or partner of the Applicant, or any other person working for the Applicant in this proposed financing subject to any order, decree or judgment of any court or administrative or other governmental agency or body? If so, please describe.

No

- c. Is the Applicant, or any of its shareholders or partners, or any guarantor, or any other person representing Applicant in connection with this proposed financing, involved in any investigation, litigation or proceeding relating to the issuance or sale of securities or any applicable banking laws or regulations? Have any of the foregoing persons ever been involved in any such investigation, litigation or proceeding? If so, please describe in full.

No

- d. Is the Applicant subject to regulation (other than in the ordinary course of business) by any Federal or State administrative agencies or bodies? If so, please provide details.

No

RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF ALEXANDRIA, VIRGINIA PROVIDING INITIAL APPROVAL OF THE ISSUANCE OF UP TO \$60,000,000 OF REVENUE BONDS FOR THE BENEFIT OF PROTESTANT EPISCOPAL HIGH SCHOOL IN VIRGINIA

A. The Industrial Development Authority of the City of Alexandria (the "Authority"), is empowered by the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to issue its revenue bonds to finance or refinance facilities for organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

B. The Authority has received a request from Protestant Episcopal High School in Virginia, a Virginia nonstock corporation (the "Borrower"), to issue its revenue bonds (the "Bonds"), in one or more series at one time or from time to time, to provide funds to the Borrower to:

(1) finance the costs of designing, constructing and equipping a new approximately two-story health center (expected to be located near the existing dining hall) and two two-story dormitories (expected to be located near existing dormitories) all within the existing boundaries of the Borrower's 135-acre campus located at 1200 North Quaker Lane, Alexandria, Virginia (the "Campus");

(2) refinance the Authority's Educational Facilities Revenue Refunding Bonds (Episcopal High School), Series 2012, which financed and refinanced projects on the Campus; and

(3) finance other capital projects at the Campus and amounts required for reserves, working capital, capitalized interest, costs of issuance and other financing expenses related to the issuance of the Bonds (collectively (1) – (3), the "Plan of Finance").

C. 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;

D. The Borrower 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 \$60,000,000;

E. (1) No Director of the Authority is an officer or employee of the Borrower or the City of Alexandria, Virginia (the "City"), (2) each member has, before entering upon his 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 Directors of the Authority have satisfied the residency requirements of the Act.

F. No Director of the Authority has any personal interest or business interest in the Borrower, 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 INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF ALEXANDRIA:

1. It is hereby found and determined 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 of Virginia, the City, and their citizens.

2. The Authority hereby agrees to assist the Borrower in undertaking the Plan of Finance by issuing its revenue bonds, in one or more series at one time or from time to time, in an aggregate principal amount not to exceed \$60,000,000 upon terms and conditions mutually agreeable to the Authority and the Borrower. 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 agrees that the Borrower may proceed with the Plan of Finance, enter into contracts for land, construction, materials and equipment for 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 the Borrower to obligate the Authority without its consent in each instance to the payment of any moneys or the performance of any acts in connection with the Plan of Finance. The Authority agrees that the Borrower 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 the Borrower, the Authority 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 and Authority Counsel, shall be paid by the Borrower 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 the Borrower and that the Authority shall have no responsibility therefor.

6. The Authority recommends that the governing body of the City approve the issuance of the Bonds for the purpose of undertaking the Plan of Finance.

7. No Bonds may be issued pursuant to this resolution until such time as the issuance of the Bonds has been approved by the governing body of the City.

8. This resolution shall be effective immediately.

9. The authorizations granted in this resolution shall continue in full force and effect for a period of two years after adoption, unless specifically extended by the Authority.

CERTIFICATE

The undersigned Secretary of the Industrial Development Authority of the City of Alexandria (the "Authority"), hereby certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the Directors of the Authority at a meeting duly called and held on June 21, 2021, in accordance with law, and that such resolution has not been repealed, revoked, rescinded or amended but is in full force and effect on the date hereof.

WITNESS the following signature and seal of the Authority as of June 21, 2021.

Secretary, Industrial Development Authority of the
City of Alexandria

MEETING IN PROGRESS

**The Industrial Development Authority of
the City of Alexandria is currently in Closed
Session.**

RESOLUTION

WHEREAS, the Industrial Development Authority of the City of Alexandria has this 21st day of June, 2021 recessed into executive session pursuant to a motion made and adopted in accordance with the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by the Industrial Development Authority that such executive session was conducted in accordance with Virginia law;

NOW, THEREFORE, BE IT RESOLVED, that the Industrial Development Authority of the City of Alexandria does hereby certify that, to the best of each member's knowledge, only public business matters that were identified in the motion by which the executive session was convened, and that are lawfully exempted by the Freedom of Information Act from the Act's open meeting requirements, were heard, discussed or considered by council during the executive session.

Adopted:

DWIGHT DUNTON, CHAIR

ATTEST:

Stephanie Landrum, IDA Administrator