

March 22, 2017

The Regular Meeting of the Rockingham County Board of Supervisors was held on Wednesday, March 22, 2017, at 6:00 p.m. at the Rockingham County Administration Center, Harrisonburg, Virginia. The following members were present:

- PABLO CUEVAS, Election District #1
- FREDERICK E. EBERLY, Election District #2
- RICKY L. CHANDLER, Election District #3
- WILLIAM B. KYGER, JR., Election District #4
- MICHAEL A. BREEDEN, Election District #5

Also present:

BRYAN F. HUTCHESON, Sheriff

- STEPHEN G. KING, County Administrator
- THOMAS H. MILLER, JR., County Attorney
- GEORGE K. ANAS, II, Assistant County Administrator
- CASEY B. ARMSTRONG, Director of Community Development
- PATRICIA D. DAVIDSON, Director of Finance
- BARRY E. HERTZLER, Director of Public Works
- DIANA C. STULTZ, Zoning Administrator
- JESSICA G. KILBY, Deputy Clerk
- DONALD F. KOMARA, Residency Administrator
Virginia Department of Transportation
- C. BURGESS LINDSEY, Assistant Residency Administrator
Virginia Department of Transportation

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CALL TO ORDER
INVOCATION
PLEDGE OF ALLEGIANCE.

Chairman Chandler called the meeting to order at 6:00 p.m. Supervisor Cuevas gave the Invocation and Finance Director Davidson led the Pledge of Allegiance.

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INTRODUCTION OF STUDENTS.

Students from Turner Ashby High School introduced themselves to the Board.

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APPROVAL OF MINUTES.

On motion by Supervisor Eberly, seconded by Supervisor Kyger, and carried by a vote of 5 to 0, voting recorded as follows: BREEDEN - AYE; CHANDLER - AYE; CUEVAS - AYE; EBERLY - AYE; KYGER - AYE; the Board approved the minutes of the regular meeting of March 8, 2017.

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TRANSPORTATION DEPARTMENT.

The Board heard Mr. Komara's report on the activities of the Transportation Department including updates to the Lee Highway/South Valley Pike (Route 11) and Ottobine Road (Route 257) bridge projects, the Airport Road (Route 727) project, and rural rustic improvements on Koontz Corner Road (Route 807), Captain Shands Road (Route 690), and Stephen Conrad Road (Route 979).

Supervisor Breeden informed Mr. Komara that the Town of Elkton intends to request a speed limit reduction on Spotswood Trail (Route 33) near the Elkton Food Lion Shopping Center. Supervisor Breeden pointed out that traffic congestion and speed have been an issue since the opening of East Rockingham High School. As previously requested, he suggested the speed limit be reduced to 45 miles per hour, possibly starting at the BP Gas Station through the Food Lion intersection. Supervisor Breeden reported that there have been several accidents in this area since his last request to reduce the speed limit.

Mr. Komara reported that the Town of Elkton indicated vehicles are striking the curb at the turn onto the bypass from Old Spotswood Trail (Route 33 Business) to Spotswood Trail, especially at night. VDOT plans to paint the curb with reflective paint to provide better visibility to drivers entering the bypass.

Supervisor Eberly reported that Fort Lynne Road (Route 910) and a portion of Greenmount Road (Route 772) are in need of line striping. He pointed out that both roads are difficult to navigate during the night without visible lines.

In response to Supervisor Kyger, Mr. Komara stated that turn lane work on Oakdale Drive (Route 704) will begin after July 1, 2017, and should be complete by fall. Supervisor Kyger pointed out that Oakdale Drive is heavily traveled by students and hopes the work will be complete by the new school year.

It was noted that the City will close a portion of Pleasant Valley Road (Route 679) to reconstruct the bridge over Pleasant Run east of Massanutten Technical Center. Supervisor Kyger suggested VDOT communicate with the School's Transportation Department, as they will temporarily only be able to access Pleasant Valley Road through the Industrial Park from either Cecil Wampler Road (Route 704) or Route 11.

Supervisor Chandler indicated the speed limit was recently reduced on Port Republic Road (Route 253) through the Village of Port Republic. After hearing constituent feedback, he suggested minor adjustments to the locations of the new speed limit signs and suggested a temporary flashing light or flag to notify drivers of the new speed pattern.

Mr. Komara reported that funding has been secured to construct a left turn lane for a crossover on Spotswood Trail near the entrance of Spotswood High School. He explained that students traveling east on Spotswood Trail, proceed straight through the traffic light rather than waiting in the turn lane, and then make a U-turn at the first crossover. With so many drivers using the crossover, Mr. Komara explained that the vehicles are backing up into the travel lane of Spotswood Trail, creating a dangerous situation. The goal is to have the turn lane constructed this summer, he said.

On behalf of the residents of Port Village in Port Republic, Supervisor Chandler expressed appreciation to VDOT for the new crosswalk.

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ROCKINGHAM COUNTY PUBLIC SCHOOLS BUDGET PROPOSAL.

Dr. Carol S. Fenn, Division Superintendent, acknowledged several school Board members and key staff members in attendance. She provided the Board with a packet of information including the School's proposed FY 2017-2018 budget, approved by the School Board on March 20, 2017.

In summary, she stated that the overall total including local, state and federal anticipated revenues is \$138,118,000, an amount exceeding the current total budget of \$131,400,000. She said the overall request from the County is a 5.1 percent increase for \$6,683,000. Dr. Fenn reported that the anticipated student enrollment for 2017-2018 is 11,267 students with approximately 2,500 full and part-time employees.

She reported that last year's local allocation from the Board was \$59M. She explained that in preparation for the new school year, with a needed focus on improving teacher's salaries, \$3.9M or \$4M is requested. This is a 6.7 percent increase, for a total request from the County of \$63,353,791.

In closing, Dr. Fenn expressed the School Board's appreciation to the County for its continued support. She acknowledged the County's revenue challenges to support all County needs, including schools, and stated that she understands adjustments may need to occur.

Chairman Chandler thanked School Board members and staff for their hard work, followed by Supervisor Breeden's appreciation to the School Board for presenting the lowest possible budget in light of the County's ongoing revenue challenges.

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COUNTY ADMINISTRATOR'S STAFF REPORT.

The Board received and reviewed Administrator King's staff report dated March 17, 2017.

Administrator King reported that the Plains Area Daycare Center requested \$3,000 to purchase vinyl siding to cover the exterior of the older portion of the building. He explained that the older portion was painted with lead based paint, which is starting to chip and is unable to be covered with another paint application. Staff recommended authorization of the funds.

On behalf of the Finance Committee, on motion by Supervisor Breeden, seconded by Supervisor Eberly, and carried by a vote of 5 to 0, voting recorded as follows: BREEDEN – AYE; CHANDLER – AYE; CUEVAS – AYE; EBERLY – AYE; KYGER – AYE; the Board authorized a payment of \$3,000 to the Plains Area Daycare Center, for the purchase of materials to cover a portion of the exterior of the building.

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COUNTY ATTORNEY'S STAFF REPORT.

County Attorney Miller did not have a written report. He requested a closed meeting pursuant to 2.2-3711 A. (1) Discussion of the assignment, promotion, demotion, performance, salary, discipline or resignation of a specific officer, appointee or employee.

Supervisor Kyger brought attention to the recent increase in the development of farm vineyards, breweries, and event centers throughout the Commonwealth; and how state law interpretations vary among localities. He stated that building code, parking and health regulations are all unclear in determining if and how localities regulate them. Staff's basic interest is public health, safety and equity, said Supervisor Kyger. He proposed the Board and staff host a forum inviting local stakeholders, elected state officials, and VACo representatives, to discuss the various interpretations and concerns of state law relating to those facilities.

County Attorney Miller recommended the Chair form an ad hoc committee to meet the objectives set forth by Supervisor Kyger.

Chairman Chandler selected Supervisor Kyger, Supervisor Cuevas, County Attorney Miller, Assistant County Administrator Anas and Community Development Director Armstrong to serve on the committee.

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FINANCE DIRECTOR’S STAFF REPORT.

The Board received and reviewed Mrs. Davidson’s staff report dated March 22, 2017.

Mrs. Davidson reported that the County recently researched ways to reduce the cost of providing employees with health insurance and determined a dependent eligibility audit would be beneficial. She explained that a dependent eligibility audit is a process used to confirm that all dependents on a health insurance plan are eligible to participate. She reported that the County interviewed two service providers and recommends contracting with HMS for \$29,761.00. The funds will be provided by the self-funded health insurance fund.

On behalf of the Finance Committee, on motion by Supervisor Breeden, seconded by Supervisor Kyger, and carried by a vote of 5 to 0, voting recorded as follows: BREEDEN - AYE; CHANDLER - AYE; CUEVAS - AYE; EBERLY - AYE; KYGER - AYE; the Board authorized staff to enter into a contract with HMS for \$29,761.00 for Dependent Eligibility Audit Services.

On motion by Supervisor Breeden, seconded by Supervisor Kyger, and carried by a vote of 5 to 0, voting recorded as follows: BREEDEN - AYE; CHANDLER - AYE; CUEVAS - AYE; EBERLY - AYE; KYGER - AYE; the Board declared the following items surplus to be disposed of through the public surplus auction website or to be discarded:

Items to Declare Surplus – March 2017

Description	Quantity
Handicap Wheel Chair	1
VHS with cords	1
Desk Chairs	17
Paper Shredder/Calculator	2
Filing Cabinets	3
HP LaserJets	22
Magazine Rack	1
Printer/Copier	3
Monitors	13
Typewriters	3
Misc. Items	1
Chair	1
Storage	2
Chairs	3
Fax Machine	1
Office Pictures	2
Desk Chairs	5

Items to Discard – March 2017

- Desk
- Printer
- Misc. Items
- Typewriter
- Copier/Fax
- CD Drives
- Toaster/Table
- Radio Detector
- Metal Shelving Units
- Filing Cabinets
- Cubicles/Parts

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PUBLIC WORKS DIRECTOR'S STAFF REPORT.

The Board received and reviewed Mr. Hertzler's staff report dated March 22, 2017.

Mr. Hertzler reported that the opening of the new landfill entrance has been moved to April 10, 2017.

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COMMUNITY DEVELOPMENT DIRECTOR'S STAFF REPORT.

The Board received and reviewed Mr. Armstrong's staff report dated March 22, 2017.

Mr. Armstrong reported that Fairfax County Local Government Officials recently visited the County. He said they are interested in drafting some of the County's development review process strategies for Fairfax County.

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COMMITTEE REPORTS.

Chairman Chandler opened the floor for Committee Reports.

AIRPORT COMMITTEE

Supervisor Kyger nominated Michael D. Heatwole to fill the vacancy on the Shenandoah Valley Regional Airport Commission, followed by Supervisor Eberly's nomination of Ruel Burkholder.

After a brief discussion, on motion by Supervisor Kyger, seconded by Supervisor Breeden, and carried by a vote of 4 to 0 to 1, voting recorded as follows: BREEDEN - AYE; CHANDLER - AYE; CUEVAS - AYE; EBERLY - ABSTAIN; KYGER - AYE; the Board appointed Michael D. Heatwole to the Shenandoah Valley Regional Airport Commission to fill an un-expired term, ending on December 31, 2019.

COMMUNITY CRIMINAL JUSTICE BOARD (CCJB)

Supervisor Kyger reported that the next CCJB meeting is on April 24, 2017.

SHENANDOAH VALLEY PARTNERSHIP (SVP)

Assistant County Administrator Anas reported that the SVP is actively involved in the Go Virginia initiative. A Region 8 meeting is scheduled for April 3, 2017.

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PUBLIC HEARING – INTENT TO ADOPT RESOLUTION – LANDFILL CELL PHASE 5A PROJECT VIRGINIA REVENUE BOND.

At 6:46 p.m., Chairman Chandler opened the public hearing and read the following:

Notice is hereby given that the Board of Supervisors of Rockingham County, Virginia will hold a public hearing to receive public comment and to consider 1) the amendment to the Budget for Rockingham County, and an appropriation, up to \$11,770,000, an amount that exceeds one percent of the currently adopted aggregate amount, and 2) the adoption of a proposed Resolution authorizing the issuance by Rockingham County, Virginia of a not to exceed \$11,770,000 Rockingham County, Virginia

Revenue Bond, Series 2017 to be issued and sold to Virginia Resources Authority in one or more series, all as the County may deem advisable. VRA has advised that the County is eligible to participate in VRA's Virginia Pooled Financing Program, Series 2017.

Daniel Lauro, bond counsel, was available for questions.

No one spoke in favor or in opposition to the request.

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Hearing no questions or comments, Chairman Chandler closed the public hearing at 6:47 p.m.

On motion by Supervisor Breeden, seconded by Supervisor Kyger, and carried by a roll call vote of 5 to 0, voting recorded as follows: BREEDEN - AYE; CHANDLER - AYE; CUEVAS - AYE; EBERLY - AYE; KYGER - AYE; the Board approved the following supplemental appropriation and Resolution, authorizing the issuance of bonds and authorizing the Chairman and County Administrator to sign the appropriate documents:

Public Works- Landfill

The Rockingham County Landfill is issuing \$11 million in debt for the construction and development of Cell 5A.

Supplemental Appropriation: \$11,000,000

\$ 500,000	GL Code: 1411-04207-00000-000-503109-000	Other Professional Services
\$ 412,286	GL Code: 1411-04207-00000-000-508312-000	Mobilization and Demobilization
\$ 856,302	GL Code: 1411-04207-00000-000-508315-000	E&S Controls
\$ 4,744,221	GL Code: 1411-04207-00000-000-508310-000	Landfill Upgrade (New Cell)
\$ 2,697,860	GL Code: 1411-04207-00000-000-508301-000	Earthwork
\$ 18,000	GL Code: 1411-04207-00000-000-509301-000	Other Debt Service
\$ 1,771,331	GL Code: 1411-04207-00000-000-505800-000	Contingency
\$11,000,000	GL Code: 1410-00000-14104-000-341700-000	Loan Proceeds
\$11,000,000	GL Code: 1410-09301-00000-000-509548-000	Transfer to Solid Waste Capital Fund
\$11,000,000	GL Code: 1411-00000-15101-000-351410-000	Transfer from Solid Waste Fund

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND AWARD OF AN UP TO \$11,770,000 COUNTY OF ROCKINGHAM, VIRGINIA REVENUE BOND (LANDFILL PHASE 5A CELL PROJECT), SERIES 2017, AND PROVIDING THE FORM AND DETAILS THEREOF

WHEREAS, pursuant to Title 15.2 of the Code of Virginia, 1950, as amended (the “Virginia Code”), Rockingham County, Virginia (the “County”) is empowered to finance and refinance the acquisition, construction, reconstruction, renovation, enlargement, and equipping of the County's landfill and solid waste facilities related thereto (collectively, the “County Landfill”) and to issue its revenue bonds to pay all or any part of the cost of the County Landfill, and to pledge the revenues thereof for the payment of such revenue bonds; and

WHEREAS, pursuant to the Virginia Code, the County is empowered to pledge for the payment of principal and interest on its bonds the revenues of its solid waste system; and

WHEREAS, the County desires to provide for the long-term financing of a portion of the capital costs to provide funds to (i) acquire, construct, expand, and equip capital projects for the Rockingham County Landfill in the County, particularly construction of a new Phase 5A Cell, including but not limited to installation of a liner, rain-cap, and leachate and gas

collection systems, and (ii) payment of engineering fees and other preliminary costs and costs of issuance in connection with such undertakings by the County (all capital projects for such purposes in the County being referenced herein as the “Project”); and

WHEREAS, Virginia Resources Authority (“VRA”) has advised that the County is eligible to participate in VRA’s Virginia Pooled Financing Program, Series 2017A in order to finance costs in connection with the Project; and

WHEREAS, VRA has indicated its willingness to purchase the County’s revenue obligation in order to provide funds for the County to pay the costs of the Project, and to such end, VRA shall purchase the revenue obligation of the County with a portion of the proceeds of VRA’s Infrastructure and State Moral Obligation Revenue Bonds (Virginia Pooled Financing Program), Series 2017A, in one or more series (the “VRA Bonds”), in accordance with the terms of (i) a Local Bond Sale and Financing Agreement between VRA and the County (the “2017 Financing Agreement”, and (ii) a Nonarbitrage Certificate and Tax Compliance Agreement between VRA and the County (the “Tax Compliance Agreement”), which documents shall be in standard forms generally required by VRA in connection with its pooled bond financing program, as briefly described at this meeting; and

WHEREAS, the Board of Supervisors of the County (the “Board”) has duly held a public hearing, duly noticed, on March 22, 2017, immediately prior hereto, on the issuance and sale by the County of an up to \$11,770,000 Rockingham County, Virginia Revenue Bond (Landfill Phase 5A Cell Project), Series 2017 (the “Bond”) in connection with such financing of the Project, all in accordance with the requirements of Section 15.2-2606 of the Virginia Code; and

WHEREAS, the Board now desires to authorize the issuance, sale and award of the Bond in order to accomplish the Project for the essential governmental purposes of the County and for its overall benefit.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF ROCKINGHAM COUNTY, VIRGINIA:

1. **Authorization of Bond and Use of Proceeds.** The Board hereby determines that it is in the best interest of the County to contract a debt and issue and sell to VRA the Bond in one or more series, for the purposes of the Project, all as described herein. Accordingly, the Board hereby authorizes the issuance and sale of the Bond in the form and upon the terms established pursuant to this Resolution (this “Authorizing Resolution”).

The sale of the Bond to VRA is hereby authorized and shall be delivered to, or upon the order of, VRA, upon payment of the purchase price thereof, pursuant to the terms and conditions set forth in the 2017 Financing Agreement. The proceeds from the issuance and sale of the Bond shall be used, along with other lawfully available funds of the County to the extent appropriated therefor, if any, to provide funds to pay the costs of the Project as further described in the 2017 Financing Agreement.

2. **Sale of the Bond.** The County hereby ratifies, confirms and accepts the provisions of the VRA Term Sheet, attached hereto as **Exhibit A**, and VRA’s offer to purchase the Bond at a price determined by VRA to be fair and accepted by the Chair or Vice Chair, or the County Administrator (whether collectively or individually, any one or more of whom may act, the “County Representative”), upon the terms established pursuant to Section 4 below and otherwise set forth in this Authorizing Resolution and the 2017 Financing Agreement.

3. **Authorization of Documentation in Connection with the Bond.** The Chair or the Vice Chair of the Board (either of whom may act) are each authorized and directed to execute and deliver the Bond on the County’s behalf to, or at the direction of, VRA, in such form as may be required by VRA in order for the County to finance the Project within the parameters and intent of this Authorizing Resolution. The Clerk or Deputy Clerk of the Board is authorized to affix the County’s seal on such Bond, and any other documentation in connection with the Project, all as may be requested, and to attest or counter-sign the same.

Execution and delivery by the County of the 2017 Financing Agreement and the Tax Compliance Agreement, including any other documentation in connection with the Project (collectively, the “Financing Documents”) are hereby approved in all respects, as may be required by VRA or otherwise advised by the County Attorney or Bond Counsel to the County. The County Representative, and such officer or officers of the County as any of them may designate, are each hereby authorized and directed to execute and deliver the Financing Documents on behalf of the County, and the Clerk or Deputy Clerk of the Board are authorized to attest or counter-sign the same and attach the County’s seal thereon, with such changes as any one or more of them shall approve, as may be requested by VRA or advised by the County Attorney or Bond Counsel to the County.

4. **Details of the Bond.** The Bond shall be issued in fully registered form and shall be designated the up to “\$11,770,000 County of Rockingham, Virginia Revenue Bond (Landfill Phase 5A Cell Project), Series 2017.” The County Representative is authorized and directed to determine and approve all of the final details of the Bond, including without limitation, the date of issuance and the dated date of the Bond, the maximum principal amount authorized to be issued thereunder, the stated interest rate(s) therein, the payment dates and amounts and the final maturity date thereof; *provided however*, that the maximum par amount of the Bond shall not exceed the amount of \$11,770,000; (ii) the aggregate true interest cost of the Bond shall not exceed five percent (5.0%) per annum (exclusive of Supplemental Interest as defined in the 2017 Financing Agreement); (iii) the Bond shall be sold to VRA at a price not less than 98% of the principal amount of the Bond, and (iv) the final maturity date of the Bond shall not be later than December 31, 2032.

The acceptance and approval of the County Representative of such purchase price and final terms of the Bond shall be evidenced conclusively by the due execution and delivery of the Bond on the County’s behalf to or at the direction of VRA. It is to be understood that the actions of the County Representative in determining the purchase price and final terms of the Bond as described herein, shall be conclusive, and no further action shall be necessary on the part of the County.

The Bond shall be initially in the form of a single, registered typewritten bond substantially in the form attached hereto as **Exhibit B**. There may be endorsed on the Bond such legend or text as may be necessary or appropriate to conform to any applicable rules and regulations of any governmental authority or any usage or requirement of law with respect thereto.

5. **Redemption or Prepayment.** The County may defease, redeem, prepay or refund the Bond only in accordance with the 2017 Financing Agreement or other requirements of VRA.

6. **Authorization as to Additional Documentation in Connection with the Bond.** The County Representative, and such other officers, employees and agents of the County as may be requested, are each hereby authorized and directed to take all proper steps to execute and deliver (or cause the delivery of) all such additional instruments, notices, agreements, documents and certificates in connection with the intent and purposes of the Project including but not limited to, the Tax Compliance Agreement regarding federal tax compliance requirements for the proceeds of the Bond (all as required by VRA in connection with the sale of the VRA Bonds and VRA’s use of a portion thereof to purchase the Bond), all as may be requested by the County Attorney or Bond Counsel to the County, or as otherwise required by VRA, in furtherance of the purposes as set forth herein. All such further actions consistent within the terms and provisions of this Authorizing Resolution shall be conclusively deemed as having been accepted and approved as authorized by this Authorizing Resolution without any further acts or approvals.

7. **Pledge of Revenues.** The Bond shall be a revenue bond of the County for the payment of principal and interest on which the Revenues (as further described in the 2017 Financing Agreement) of the solid waste system (the “System”) shall be pledged, subject to the County’s right to apply the revenues to the payment of operation and maintenance expenses of the System. Such pledge of the Revenues shall be valid and binding from and after the date of delivery of the Bond to VRA. Further, the Revenues, as received by the County, shall

immediately be subject to the lien of such pledge without any physical delivery of them or further act, and shall be valid and binding against all parties having claims of any kind against the County regardless of whether such parties have notice of such pledge. It is to be understood that the lien of this pledge shall be on parity with the lien of the pledge by the County of the Revenues of the System in connection with any other prior solid waste revenue obligations and liabilities of the County, namely: (i) the County of Rockingham, Virginia Revenue Bond (County Landfill Methane Gas Project), Series 2009, issued by the County to VRA on June 17, 2009 in the original principal amount of \$2,280,000; and (ii) the County of Rockingham, Virginia Revenue Bond (Landfill Entrance Project), Series 2016, issued by the County to VRA on May 25, 2016 in the original principal amount of \$4,000,000.

In addition, the Board hereby covenants and agrees to undertake a non-binding obligation to appropriate such amounts as may be requested from time to time, if any, in order to pay the debt service on the Bond in accordance with the provisions of the 2017 Financing Agreement. Such moral obligation pledge of the County in connection with the Bond is hereby made to the fullest degree and in such manner as is consistent with the Constitution and laws of the Commonwealth of Virginia, *provided, however*, that such pledge shall not be deemed to be a lending of the credit of the County to VRA or to any other person or otherwise deemed to be a pledge of the faith and credit or the taxing power of the County, and such pledge shall not bind or obligate the Board to appropriate funds for the purposes described herein or in the Bond.

It is acknowledged that (i) VRA would not purchase the Bond without the security and credit enhancement provided by the Support Agreement (as described in the 2017 Financing Agreement), and (ii) VRA is treating the Support Agreement as a "local obligation" within the meaning of Section 62.1-199 of the Virginia Code, including amendments thereto taking effect as of July 1, 2011, which in the event of a nonpayment thereunder authorizes VRA or the trustee for VRA's bonds to file an affidavit with the Governor that such nonpayment has occurred pursuant to Section 62.1-216.1 of the Virginia Code. In purchasing the Bond, VRA is further relying on Section 62.1-216.1 of the Virginia Code, providing that if the Governor is satisfied that such nonpayment has occurred, the Governor will immediately make an order directing the Comptroller to withhold all further payment to the County of all funds, or of any part of them, appropriated and payable by the Commonwealth of Virginia to the County for any and all purposes, and the Governor will, while the nonpayment continues, direct in writing the payment of all sums withheld by the Comptroller, or as much of them as is necessary, to VRA, so as to cure, or cure insofar as possible, such nonpayment.

The County also agrees to pay all amounts required by the 2017 Financing Agreement, including the "supplemental interest" and "late charges," as provided therein and required by VRA, and reference is hereby made to such provisions for the details of the requirements therefor.

8. **Registration, Transfer and Exchange.** The Board hereby appoints the County Treasurer as its registrar and transfer agent to keep books for the registration and transfer of the Bond and to make such registrations and transfers on such books under such reasonable regulations as the County may prescribe. Upon surrender for transfer or exchange of the Bond at the office of the County Treasurer, the County shall cause the execution and delivery in the name of the transferee or registered owner, as applicable, of a new Bond for a principal amount equal to the Bond surrendered and of the same date and tenor as the Bond surrendered, subject in each case to such reasonable regulations as the County may prescribe. If surrendered for transfer, exchange, redemption or payment, the Bond shall be accompanied by a written instrument or instruments of transfer or authorization for exchange, in form and substance reasonably satisfactory to the County Treasurer, duly executed by the registered owner or by his or her duly authorized attorney-in-fact or legal representative. The new Bond delivered upon any transfer or exchange shall be a valid revenue obligation of the County, evidencing the same debt as the Bond surrendered and shall be entitled to all of the security and benefits of this Authorizing Resolution to the same extent as the Bond. No charge shall be made for any exchange or transfer of the Bond, but the County Treasurer may require payment by the holder of the Bond of a sum sufficient to cover any tax or any other governmental charge that may be imposed in relation thereto.

9. **Essentiality Matters.** The Board hereby affirms and declares that the transactions contemplated herein constitute the financing of an essential solid waste system capital project for local government purposes, and the County anticipates that all such capital projects being financed in connection with the Project will continue to be essential to the local governmental purposes of the County and its ownership and operation, if applicable, of the System and facilities related thereto, during and beyond the terms of the Bond.

10. **Official Statement.** The County authorizes and consents to the inclusion of information with respect to the County in VRA's Preliminary Official Statement and Official Statement, both to be prepared in connection with the sale of the Bond. The County Representative is authorized and directed to take whatever actions are necessary and/or appropriate to ensure compliance by VRA and the County, if any, with Securities and Exchange Commission Rule 15c2-12, all as may be required by the VRA in connection with the issuance of the VRA Bonds and any continuing disclosure requirements thereafter, all as set forth in the 2017 Financing Agreement.

11. **Tax Compliance Agreement.** In addition to the County Representative, the Finance Director and such officers of the County as any County Representative may designate are each hereby authorized and directed to execute the Tax Compliance Agreement or any other appropriate compliance agreements or certificates as required by VRA and its counsel, and further, as advised by the County Attorney or Bond Counsel to the County, setting forth the expected use and investment of the proceeds of the Bond and containing such covenants as may be necessary in order to show compliance with the provisions of the Internal Revenue Code of 1986, as amended (the "Tax Code"), including the provisions of Section 141 relating to "private activity bonds" and Section 148 of the Tax Code and applicable regulations relating to "arbitrage bonds", among others. To such end, the Board hereby covenants and agrees on behalf of the County that (i) the proceeds from the issuance and sale of the Bond will be invested and expended as set forth in the Tax Compliance Agreement and that the County shall comply with the covenants and representations contained therein, and (ii) the County shall comply with the provisions of the Tax Code so that interest on the VRA Bonds will remain excludible from gross income for Federal income tax purposes, in accordance with law.

12. **State Non-Arbitrage Program.** The Board hereby determines that it is in the best interest of the County to authorize and direct the County Treasurer to participate in the State Non-Arbitrage Program in connection with the proceeds of the Bond, as set forth in the 2017 Financing Agreement, and as may be required by VRA.

13. **Ratification of Reimbursement Resolution.** The Board hereby ratifies and confirms the adoption of that certain Reimbursement Resolution duly approved at the regular meeting of the Board on September 23, 2015 in connection with the County's financing of the Project.

14. **Filing of Authorizing Resolution.** The appropriate officers or agents of the County are each hereby authorized and directed to cause a certified copy of this Authorizing Resolution to be filed with the Circuit Court of the County, all in accordance with the Virginia Code.

15. **Further Actions; Authorized Representatives.** The County Representative, and all officers, employees and agents of the County as may be designated, are each hereby authorized and directed to take all such further action as they or any one or more of them may consider necessary or desirable in connection with the issuance of the Bond, and the execution, delivery and performance of the Financing Documents, including, without limitation, the execution and delivery of closing documents and certificates, all as may be required by VRA. All such actions previously taken in connection herewith are hereby ratified and confirmed. The persons named herein as the County Representative shall also be designated as the County's Authorized Representatives for purposes of the Financing Documents.

16. **Effective Date.** This Authorizing Resolution shall take effect immediately.

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COMMITTEE REPORTS CONTINUED.

FINANCE

On behalf of the Finance Committee, on motion by Supervisor Breeden, seconded by Supervisor Eberly, and carried by a vote of 5 to 0, voting recorded as follows: BREEDEN - AYE; CHANDLER – AYE; CUEVAS - AYE; EBERLY – AYE; KYGER - AYE; the Board approved the following FY 2016-2017 Supplemental Appropriation:

Sheriff’s Office

The Rockingham County Sheriff’s Office received a grant funded by the Substance Abuse and Mental Health Services Administration of the U.S. Department of Health and Human Services for services conducted as part of the Community Services and Connections for Ex-Offenders project. A supplemental adjustment of \$8,500 is needed and will be reimbursed by the Future Generations grant.

Supplemental Appropriation: \$8,500

\$ 8,500 GL Code: 1001-00000-13900-000-339100-000 Other Federal Funds
\$ 8,500 GL Code: 1001-03105-00000-000-501200-000 Overtime (Extra Duty)

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CLOSED MEETING.

On motion by Supervisor Kyger, seconded by Supervisor Eberly, and carried by a vote of 5 to 0, voting recorded as follows: BREEDEN – AYE; CHANDLER - AYE; CUEVAS - AYE; EBERLY - AYE; KYGER - AYE; the Board recessed the meeting from 6:49 p.m. to 7:53 p.m., for a closed meeting pursuant to 2.2-3711. A (1), Discussion of the assignment, promotion, demotion, performance, salary, discipline or resignation of a specific officer, appointee or employee.

MOTION: SUPERVISOR EBERLY RESOLUTION NO: 17-04
SECOND: SUPERVISOR KYGER MEETING DATE: MARCH 22, 2017

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Rockingham County Board of Supervisors has convened a Closed Meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by this Board of Supervisors that such Closed Meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Rockingham County Board of Supervisors hereby certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the Closed Meeting to which this certification resolution applies; and (ii) only such public business matters as were identified in the motion convening the Closed Meeting were heard, discussed or considered by the Board of Supervisors.

VOTE:
AYES: BREEDEN, CHANDLER, CUEVAS, EBERLY, KYGER
NAYS: NONE
ABSENT:

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ADJOURNMENT.

Chairman Chandler declared the meeting adjourned at 7:53 p.m.

_____,
Chairman