

**Town of Amherst
Industrial Development Authority
June 18, 2007**

A meeting of the Town of Amherst Industrial Development Authority was called to order by Chairman Jacob Bailey on June 18, 2007 at 5:15 PM in the Council Chambers of the Town Hall. It was noted that a quorum was present as follows:

P Jacob Bailey, Chairman	P Richard Wydner
P Gary Jennings, Vice Chairman	P Marshall Mays
P Vernon Wood	P Jim Meade
P C. Manly Rucker, III	

Town Manager Jack Hobbs, in his capacity as Secretary to the Authority, was also present.

On a motion by Mr. Mays which was seconded by Mr. Jennings and carried 7-0, the minutes of the April 2, 2007 meeting were approved. Messrs. Bailey, Jennings, Mays, Meade, Rucker, Wood, and Wydner voted in favor of the motion.

Centra Health Bond Financing Request

Kevin Cash, representing Centra Health, reported on his request that that the Authority further extend the deadline for the approval it originally granted for the Centra matter on February 5 and extended on April 2. On a motion by Mr. Wood which was seconded by Mr. Wydner and carried 7-0, a resolution to approve the request was approved. Messrs. Bailey, Jennings, Mays, Meade, Rucker, Wood, and Wydner voted in favor of the motion. A copy of the resolution is attached and made a part of these minutes.

The Secretary reported that there have been two good showings at Brockman Park since the April 2 meeting, but no contact with prospects since that date. The Chairman asked that the grass along U.S. Route 60 portion of Brockman Park be trimmed.

The Secretary reported that the Town Council reappointed for Mr. Mays and Mr. Wydner to four-year terms on the Authority board on May 9.

There being no further business, the Authority adjourned its meeting at 5:25 PM.

Jacob Bailey, Chairman

ATTEST: _____
Secretary

**RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE TOWN OF AMHERST, VIRGINIA AUTHORIZING THE ISSUANCE OF \$8,000,000
HOSPITAL FACILITIES REVENUE BOND (CENTRA HEALTH, INC.) SERIES 2007**

The Industrial Development Authority of the Town of Amherst, Virginia, a political subdivision of the Commonwealth of Virginia ("Authority"), has been duly created by the Town of Amherst, Virginia, (the "Locality") pursuant to the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended ("Act"). In furtherance of the Act's purposes, the Authority, at the request of Centra Health, Inc. ("Centra"), will issue the Authority's revenue bond ("Bond") to assist in a plan of financing to assist in a plan of financing for the construction, renovation and equipping of certain capital improvements and additions to facilities for Centra located in the City of Lynchburg, Virginia (the "City") known as: (1) the Summit Health & Rehabilitation Center located on that certain property in the City of Lynchburg, Virginia, containing 6.497 acres designated as Lynchburg City Tax Parcel 250-10-04, having the address of 1300 Enterprise Drive, Lynchburg, Virginia 24502, and (2) the Pearson Cancer Center located on that certain property in the City of Lynchburg, Virginia containing 9.802 acres designated as Lynchburg City Tax Parcel 001-24-010 having an address of 2216 Langhorne Road, Lynchburg, Virginia 24521 (the "Project") and costs of issuance as may be necessary for the proposed issuance of the Bond. Centra has represented that the estimated cost of the plan of financing and all expenses of issuance will require the issue of a revenue bond in the aggregate principal amount of \$8,000,000 which is to be issued by the Authority. The Authority held a public hearing regarding the plan of financing on June 18, 2007 at 4:30 PM. After the public hearing, pursuant to applicable law the issuance will be submitted to the City for approval prior to the issuance of the Bond and pursuant to applicable law the issuance will be submitted to the Locality for approval prior to the issuance of the Bond.

The Authority now desires to authorize the issuance of the Bonds and their sale to Branch Banking and Trust Company as purchaser and initial holder of the Bond (the "Bond Purchaser"), subject to the conditions contained herein. The Bond may be issued in one or more series from time to time on or before July 31, 2007. The Bond will be dated the date of its delivery (the "Closing Date"), be in an aggregate principal amount of \$8,000,000. The Bond will bear a fixed interest rate equal to 4.13% for a period of twelve years from the date of issuance subject to a single adjustment on the twelfth anniversary of issuance with the interest on the Bond fixed at the adjusted rate until maturity. The Bond will mature on a date twenty years thereafter subject to earlier redemption and prepayment (the "Bond Terms").

It is expected that the Bond will be issued pursuant to the following documents: (i) a Financing Agreement to be dated as of June 28, 2007 ("Financing Agreement"), between the Authority and Centra; (ii) a Bond Purchase Agreement to be dated as of June 28, 2007 ("Bond Purchase Agreement"), among the Authority, Centra and the Bond Purchaser; and (iii) form of the Bond, attached to the Bond Purchase Agreement. The documents listed above, except the Bond, are referred to in this resolution as the "Basic Documents."

(A) No member of the Authority is an officer or employee of the Town of Amherst other than the Chairman who serves as the Mayor of the Town of Amherst (B) 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 (C) at the time of their appointments and at all times thereafter, including the date hereof, all of the members of the Authority have satisfied the residency requirements of the Act.

No member of the Authority has any personal interest or business interest in Centra, the Bond, or any of the transactions contemplated therein or has otherwise engaged in conduct prohibited under the Conflict of Interests Act, Chapter 40.1, Title 2.1 of the Code of Virginia of 1950, as amended (the "Conflict of Interests Act") in connection with this resolution or any other official action of the Authority in connection therewith.

NOW, THEREFORE, IT IS RESOLVED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE TOWN OF AMHERST, VIRGINIA:

1. The Bond provides that it does not constitute a debt or pledge of the faith and credit or taxing power of the Commonwealth of Virginia or any of its political subdivisions, including the Authority, the Locality and the City. Neither the Commonwealth of Virginia nor any of its political subdivisions, including the Authority, the Locality and the City, will be obligated to pay the principal of, premium, if any, or interest on the Bond or other costs incident to them except from the revenues and monies pledged for such purposes, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any of its political subdivisions, including the Authority, the Locality and the City, is pledged to the payment of principal of, premium, if any, or interest on the Bond or other costs incident to them.

2. The issuance of the Bond is approved provided its terms are consistent with the Bond Terms. The Chairman, or the Vice Chairman of the Authority, are hereby authorized to approve the forms of the Basic Documents, provided their terms are consistent with the Bond Terms, after their review by counsel to the Authority, and their approval will be evidenced conclusively by the execution and delivery of the Bond and the Basic Documents.

3. The issuance of the Bond on the Closing Date, to be evidenced by execution of the Bond and delivery against payment, are authorized. The execution, delivery and performance by the Authority of its obligations under the Basic Documents to which it is a party on the Closing Date are authorized.

4. The Chairman and the Vice Chairman of the Authority are each authorized and directed to execute on behalf of the Authority the Bond and the Basic Documents to which the Authority is a party, and the Secretary or the Assistant Secretary of the Authority are each authorized and directed to affix and attest the seal of the Authority to the Bond and, as necessary, to the Basic Documents; provided such Basic Documents are consistent with the Bond Terms and have been reviewed and approved by counsel to the Authority. The signatures of the Chairman or Vice Chairman and the Secretary or the Assistant Secretary and the seal of the Authority may be by facsimile. Each officer of the Authority is authorized to execute and deliver on behalf of the Authority such instruments, documents or certificates, and to do and perform such things and acts, as they deem necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Bond, the Basic Documents or such instruments, documents or certificates, and all of the foregoing, previously done or performed by the officers of the Authority are in all respects approved, ratified and confirmed.

5. The Authority determines that the issuance of the Bond in accordance with the Bond Terms and all action of the Authority contemplated by this resolution and the Bond Terms will be in furtherance of the purposes for which the Authority was organized.

6. The Authority will not take or approve any action or make any investment or use of bond proceeds which would cause the Bond to be an "arbitrage bond" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and the applicable regulations.

7. The Authority hereby designates the Bond as a "qualified tax-exempt obligation" eligible for the exception from the disallowance of the deduction of interest by financial institutions allocable to the cost of carrying tax-exempt obligations in accordance with the provisions of Section 265(b)(3) of the Code. The Authority does not reasonably anticipate issuing more than \$10,000,000 in qualified tax-exempt obligations during calendar year 2006, and the Authority will not designate more than \$10,000,000 of qualified tax-exempt obligations pursuant to such Section 265(b)(3) this calendar year.

8. This resolution shall take effect immediately upon its adoption, subject to the conditions stated herein.