

**Town of Amherst
Industrial Development Authority
June 2, 2008**

A meeting of the Town of Amherst Industrial Development Authority was called to order by Chairman Jacob Bailey on June 2, 2008 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. Wydner which was seconded by Mr. Jennings and carried 7-0, the minutes of the May 5, 2008 meeting were approved. Messrs. Bailey, Jennings, Mays, Meade, Rucker, Wood, and Wydner voted in favor of the motion.

Sweet Briar College Bond

A duly advertised public hearing on a request by Sweet Briar College for \$11,000,000 in IDA bond financing was called to order at 5:20 PM. There being no one present who wished to speak, the hearing was closed at 5:21 PM. On a motion by Mr. Wood which was seconded by Mr. Rucker and carried 7-0, a resolution to approve the request adopted. 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.

Region 2000

Bryan David, the new Executive Director of the Region 2000 Economic Development Council, came forward to present a report on his move back to the area and his group's activities.

Report on Brockman Park

The Secretary reported that there has been no recent significant activity at Brockman Park.

There being no further business, the Authority adjourned its meeting at 5:43 PM.

Jacob Bailey
Chairman

ATTEST: _____
Secretary

**RESOLUTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE TOWN OF AMHERST, VIRGINIA
APPROVING THE ISSUANCE OF UP TO \$11,000,000
VARIABLE RATE EDUCATIONAL FACILITIES REVENUE BONDS
(SWEET BRIAR INSTITUTE)
SERIES 2008**

RECITALS

A. The Industrial Development Authority of the Town of Amherst, Virginia (the "Authority") is a public body corporate and a political subdivision of the Commonwealth of Virginia duly created pursuant to the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"). The Act authorizes the Authority to issue its revenue bonds for, among other purposes, the financing and refinancing of educational facilities owned and operated by organizations that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and are exempt from federal income taxation pursuant to Section 501(a) of such Code; to construct, renovate, improve and equip any such facilities; to make and execute indentures of trust, security documents and other contracts and instruments necessary or convenient in the exercise of such powers; and to protect and promote the health and welfare of the inhabitants of the Commonwealth of Virginia.

B. To further the Act's purposes, at the request of Sweet Briar Institute (also known as Sweet Briar College) (the "Borrower"), the Authority has (A) determined to issue and sell its Variable Rate Educational Facilities Revenue Bonds (Sweet Briar Institute) Series 2008 in aggregate principal amount of up to \$11,000,000 (the "Bonds") to finance the following capital projects (1) (i) the construction and equipping of student housing facilities containing approximately 48 bed spaces which facilities will be constructed behind the student commons building located at 134 Chapel Road, Sweet Briar, VA, 24595, (ii) the construction and equipping of a fitness and athletic center and student commons facility containing approximately 53,000 square feet, which center will be attached to the existing Williams Gymnasium located at 655 Sweet Briar Drive, Sweet Briar, VA, 24595, (iii) renovations to Williams Gymnasium, and (iv) the construction, reconstruction, renovation, upgrading and equipping of various structural, mechanical, electrical and life safety site improvements on the College's buildings and grounds; all of which will be located on the College's campus at Sweet Briar, Virginia, which is in the County of Amherst, Virginia and (2) amounts, if any, required to fund related working capital, capitalized interest, reserve funds, costs of issuance, and other expenses in connection with the issuance of the Bonds or the capital projects (together the "Project") (B) adopted a resolution for the benefit of the Borrower and the Project on May 5, 2008 and (C) held a public hearing concerning the Bonds and the Project on June 2, 2008 as required by Section 147(f) of the Code and Section 15.2-4906 of the Act prior to the adoption of this resolution.

C. The Bonds will be limited obligations of the Authority, the principal of, premium, if any, and interest on which will be payable solely out of the receipts and revenues of the Authority from the Loan Agreement, dated as of June 1, 2008 (the "Loan Agreement"), between the Borrower and the Authority and the Borrower's Note, dated as of June 1, 2008 (the "Note") evidencing the Borrower's obligations under the Loan Agreement.

D. Wachovia Bank, N.A., a national banking association (the "Bank"), will, concurrently with the execution and delivery of the Loan Agreement, issue an irrevocable direct pay letter of credit (the "Letter of Credit") to the Trustee (hereinafter defined) for the benefit of

the holders from time to time of the Bonds, which shall remain on file with the Trustee; the Borrower will enter into the Reimbursement and Security Agreement, dated as of June 1, 2008 (the "Reimbursement Agreement"), with the Bank under which the Borrower will obligate itself to repay to the Bank amounts drawn under the Letter of Credit or paid under the Reimbursement Agreement.

E. At the request of the Borrower, the Authority desires to authorize the issuance of the Bonds and their sale by Wachovia Bank, N.A., doing business Wachovia Securities as underwriter (the "Underwriter").

F. The foregoing arrangements will be reflected in the following documents which the Authority proposes to execute to carry out the transaction described above, forms of which have been presented to this meeting and filed with the Authority's records:

- (a) An Indenture of Trust (the "Bond Indenture"), dated as of June 1, 2008, between the Authority and U.S. Bank National Association, Richmond, Virginia, as trustee (the "Trustee").
- (b) A form of the Bonds bearing interest and payable as provided therein and in the Bond Indenture and which is incorporated into the Bond Indenture.
- (c) The Loan Agreement.
- (d) A Bond Purchase Agreement, to be dated the date of its delivery, among the Authority, the Borrower and the Underwriter.
- (e) An Official Statement (the "OS"), pursuant to which the Bonds are to be offered for sale.
- (f) Tax Compliance Agreement (the "Tax Compliance Agreement"), dated as of June 1, 2008 between the Authority and the Borrower.

G. All of the documents listed above, except the Bonds, are referred to in this Resolution as the "Basic Documents."

After careful consideration and in furtherance of the public purposes for which the Authority was created,

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The issuance and sale of the Bonds pursuant to the Bond Indenture and OS in an aggregate principal amount not to exceed \$11,000,000 for the financing of the Project is hereby authorized and approved.
2. The officers of the Authority are hereby authorized and directed to execute the Basic Documents and to deliver the Basic Documents to the other parties thereto.
3. The Chairman or Vice Chairman of the Authority is hereby authorized and directed to execute the Bonds by his or her manual or facsimile signature, the Secretary or Assistant Secretary is authorized and directed to affix the seal, or a facsimile thereof of the

Authority on the Bonds and attest the same by his or her manual or facsimile signature, and any of such persons is authorized and directed to deliver the Bonds to the Trustee for authentication and to cause the Bonds so executed and authenticated to be delivered to or for the account of the purchasers thereof upon payment of the purchase price.

4. The Basic Documents and the Bonds shall be in substantially the forms submitted to this meeting, which are hereby approved with such completions, omissions, insertions and changes as do not materially adversely affect the interests of the Authority as may be approved by the Chairman or the other officers executing them, including, but not limited to, the determination of the final principal amount of the Bonds, execution by such officers to constitute conclusive evidence of approval of any such completions, omissions, insertions and changes.

5. The officers of the Authority are hereby authorized and directed to execute, deliver and file all certificates and instruments, including without limitation Internal Revenue Service Form 8038 containing information with respect to the Bonds, and to take all such further action, including the execution and delivery of such other instruments, documents or certificates as they, or any one of them, may consider necessary or desirable in connection with the issuance and sale of the Bonds.

6. Any authorization made hereby to the officers of the Authority to execute a document shall include authorization to sign the document on behalf of the Authority, authorization to the Secretary or Assistant Secretary to affix the seal of the Authority to such document and attest such seal and authorization to any officer to provide for the recording of such document where appropriate and deliver it to the other parties thereto.

7. All other acts of the officers of the Authority that are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Bonds are hereby ratified, confirmed and approved.

8. The use of the OS in the issuance and sale of the Bonds by the Underwriter is hereby ratified, confirmed and approved.

9. All costs and expenses of the Authority in connection with the financing, including the fees and expenses of counsel to the Authority, will be paid by the Borrower. If for any reason the Bonds are not issued, it is understood that all such expenses will be paid by the Borrower and that the Authority will have no responsibility therefor.

10. U.S. Bank National Association, Richmond, Virginia is appointed as Trustee, Wachovia Bank, N.A. is appointed as Underwriter and remarketing agent and Edmunds & Williams, P.C. is appointed as bond counsel to supervise the proceedings and approve the issuance of the Bonds, all such appointments being pursuant to the recommendation of the Borrower.

11. This resolution will take effect immediately upon its adoption.

CERTIFICATE

The undersigned Secretary of the Industrial Development Authority of the Town of Amherst, Virginia (the "Authority"), certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the members of the Authority present and voting at a meeting duly called and held on June 2, 2008, in accordance with law, with a quorum present and acting throughout, and that such resolution has not been repealed, revoked, rescinded or amended but is in full force and effect on the date hereof.

Dated: June 2, 2008

Secretary, Industrial Development Authority
of the Town of Amherst, Virginia

[Seal]