

**Virginia Resources Authority
Emergency Electronic Board Meeting Hosted Via Web-Ex
Minutes of the Annual Meeting
Held September 15, 2020**

The Board of Directors of the Virginia Resources Authority (VRA) met telephonically via Web-Ex for an emergency electronic meeting on Tuesday, September 15, 2020, 9:00 a.m.

The following Board members were present and acting throughout the meeting: Mr. Thomas Hasty, Chairman, Ms. Cynthia Bailey, Ms. Mary Bunting, Ms. Barbara Donnellan, Mr. Cecil Harris, Mr. Bill Kittrell, Dr. Charlette Woolridge, Mr. Mark Flynn, Ms. Manju Ganeriwala, Mr. Dwayne Roadcap for Dr. Norman Oliver, and Ms. Valerie Thomson for Mr. David Paylor.

VRA staff participants included: Ms. Stephanie L. Hamlett, Ms. Jean Bass, Mr. Shawn Crumlish, Mr. Peter D'Alema, Mr. Curtis Doughtie, and Ms. Stephanie Jones. Additional attendees were Mr. Greg Bussink of CliftonLarsonAllen, Mr. Arthur Anderson of McGuireWoods LLP and Mr. Ty Wellford of Davenport & Company, LLC.

Mr. Hasty served as Chair of the meeting and Ms. Hamlett as Secretary.

Procedural Announcements and Approval of Agenda

Upon calling the meeting to order at 9:01 a.m., Chairman Hasty called on Ms. Hamlett to make procedural announcements for the meeting. Ms. Hamlett, Secretary, referenced the emergency meeting in accordance with Item 4-0.01 of the 2020 Biennial Budget (Chapter 1289, 2020 Va. Acts of Assembly) based on a declared state of emergency in accordance with Section 44-146.17 of the Code of Virginia, as amended. Referencing the COVID-19 pandemic, Ms. Hamlett said that the nature of the declared emergency makes it impracticable and unsafe to assemble a quorum in a single location and that the purpose of the meeting is to discuss and transact business statutorily required or necessary to continue operations of VRA. She also noted that, as of this date, the emergency and the restrictions related thereto are expected to extend into the foreseeable future.

Continuing, Ms. Hamlett noted that an audio recording of the meeting is being made and will be made available on VRA's website. Notice of the meeting was made on September 8, 2020 to the Board and simultaneously to the public on the VRA website, the Commonwealth Calendar and BoardDocs and reflects a change in meeting status brought about by changed circumstance related to a positive COVID-19 exposure at the staff level. Each notice referenced the dial-in number for the meeting. She said there are no remote locations from which two or more Board members are participating and no remote locations affording access to the public. However, she said, public comment will be taken at the meeting and each speaker is required to identify themselves and will be limited to three minutes. All votes, she said, must be taken by roll call vote and recorded in the minutes. Any Board member arriving on the call late or leaving the call early must verbally note attendance. Finally, she said, only discussion or transaction of business statutorily required or necessary will take place.

There being no questions from the Board about the process and at the conclusion of the comments regarding procedural matters, Ms. Hamlett at the instruction of Chairman Hasty asked for a motion to approve the agenda and to take a roll call vote. On a motion by Mr. Harris, seconded by Ms. Donnellan, the agenda was approved. In a roll call vote, members voting aye were: Chairman Hasty, Ms. Bailey,

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Ms. Bunting, Ms. Donnellan, Mr. Harris, Mr. Kittrell, Dr. Woolridge, Mr. Flynn, Ms. Ganeriwala, Mr. Roadcap, and Ms. Thomson. The roll call vote on the approval of the agenda dually certified attendance.

Approval of Minutes

Chairman Hasty asked if there was a motion to approve the minutes. Ms. Ganeriwala made a motion to which Ms. Donnellan seconded. A roll call vote was taken. Members voting aye were: Chairman Hasty, Ms. Bailey, Ms. Bunting, Ms. Donnellan, Mr. Harris, Mr. Flynn, Ms. Ganeriwala, Mr. Roadcap, and Ms. Thomson. Mr. Kittrell and Dr. Woolridge abstained from approval of the minutes given their appointment was subsequent to the last meeting.

Election of Vice Chair

On behalf of Mr. Hasty, Ms. Hamlett congratulated reappointed Board members, Ms. Mary Bunting and Mr. Rhu Harris. She also introduced and welcomed the new Board members Mr. Bill Kittrell, Deputy State Director for The Nature Conservancy in Virginia, and Dr. Charlette Woolridge, Brunswick County Administrator. On behalf of the Chair, Ms. Hamlett acknowledged that this meeting would be designated the Annual Meeting. Ms. Hamlett noted that the Annual Meeting is usually held in June but that there was no June Board meeting this year and that VRA was waiting also for the new Board appointments. The only action specifically related to the Annual Meeting is the election of a Vice Chair. Chairman Hasty asked the Board if there were any nominations for Vice Chair. Ms. Bailey nominated Mr. Harris and Ms. Bunting seconded. Chairman Hasty asked if there were any other nominations. Hearing none, a roll call vote was taken. Board members voting affirmative were: Chairman Hasty, Ms. Bailey, Ms. Bunting, Ms. Donnellan, Mr. Harris, Mr. Kittrell, Dr. Woolridge, Mr. Flynn, Ms. Ganeriwala, Mr. Roadcap, and Ms. Thomson. Ms. Hamlett congratulated Mr. Harris on being re-elected as Vice-Chair.

Report of the Executive Director

Ms. Hamlett highlighted a few noteworthy items in the Executive Director's Report, including that VRA staff have been unusually busy during this time of the COVID-19 pandemic. She highlighted the efforts of staff related to the various pooled bond issuances, a stand-alone refunding transaction for Goochland County, and the leverage issuance for the Clean Water and Drinking Water programs – the first leverage of the Drinking Water program. In recognition of staff members' contributions and the decision to forego employee raises, she stated that she would like to grant staff administrative leave between Christmas Day and New Year's Day. She welcomed Board members to give her a call to discuss if they had questions about the granting of administrative leave. Ms. Hamlett noted that there are many items including the review of the Loan Monitoring and Compliance Database, the Personnel Policy Manual and strategic planning that may require the Board to come together for a day or two meeting once social distancing standards are relaxed. Finally, Ms. Hamlett asked Board members to keep the already agreed upon Board meeting dates of December 7 and 8, 2020 on their calendars. Ms. Hamlett pointed out that at the direction of Chairman Hasty, there could be a decision to have a streamlined meeting during December. Any scheduling decisions would be shared with the Board as the meeting dates get closer.

FY2020 Comprehensive Annual Financial Report ("CAFR")

Chairman Hasty called on Mr. Curtis Doughtie to discuss the next action item. Mr. Doughtie noted that in the Board packet shared via BoardDocs there are two attachments related to the FY2020 CAFR, both the full CAFR document as well as the required communications letter from the auditor. Mr. Doughtie introduced Mr. Greg Bussink, Audit Partner at CliftonLarsonAllen, to share the results of the financial audit. Mr. Bussink thanked VRA's Executive Director, Mr. Doughtie, all of the accounting staff

and the Audit Committee for their assistance in the audit process. He shared that the auditors issued an unmodified or “clean” audit opinion, noting that this is the highest level of assurance an auditor can give. Mr. Bussink reviewed the required communications letter with the Board and noted there were no difficulties in the audit being performed remotely.

Ms. Ganeriwala, Chair of the Audit Committee, said she had an opportunity to discuss the audit with Mr. Bussink prior to the meeting and she commended Mr. Doughtie and the accounting team on a clean audit opinion. Ms. Ganeriwala noted that, despite the challenges imposed by the COVID pandemic, VRA’s accounting staff retained segregation of duties and appropriate approval processes throughout the transition to remote work environments and she congratulated staff for another successful audit. Ms. Ganeriwala made a motion that the Board accept the CAFR as presented and Ms. Bunting seconded. Those voting affirmative by roll call vote were: Chairman Hasty, Ms. Bailey, Ms. Bunting, Ms. Donnellan, Mr. Harris, Mr. Kittrell, Dr. Woolridge, Mr. Flynn, Ms. Ganeriwala, Mr. Roadcap, and Ms. Thomson. With no dissenting votes, Chairman Hasty noted the motion carried.

State Revolving Funds (SRF) Shelf Resolution

Chairman Hasty then called on Mr. Shawn Crumlish to describe the next action item before the Board. Providing background on the resolution, Mr. Crumlish shared information relating to the inaugural SRF cross-collateralizing bond issuance scheduled to close on September 16. He noted that the bonds were priced on September 1 in a negotiated sale. This 2020 issuance represented the first leveraging of the Drinking Water State Revolving Fund for the purpose of enhancing the lending capacity to meet project demand and objectives of the Virginia Department of Health (VDH). He acknowledged the Department of Environmental Quality (DEQ)’s support of this initiative and the collaborative approach with VDH and VRA. Mr. Crumlish highlighted the terms of the 2020 SRF Bonds and said that the bonds were rated AAA from Moody’s, S&P and Fitch. He thanked the McGuireWoods team, Davenport and Hilltop teams for the effort on the transaction. There was a lot of groundwork established that will be used to meet program objectives for the next decade and hopefully beyond. Mr. Crumlish provided a portfolio overview, noting that not every loan is pledged to the bonds. Even so, the bonds are frequently described as “over-collateralized” which is similar to many SRF portfolios across the country.

Mr. Crumlish proceeded to describe the 2021 SRF bonds shelf resolution before the Board as an action item. He shared that the proposed resolution will allow VRA to issue one or more series of bonds at the appropriate time to support the objectives of DEQ and VDH through September 30, 2021, noting that there is elevated demand in both the Clean Water and Drinking Water programs. Mr. Crumlish shared the authorization parameters, including that the resolution enables VRA to use bond proceeds to reimburse the programs for eligible loan disbursements previously made. He shared that he had discussed the resolution with Portfolio Risk Management Committee Chair Barbara Donnellan and gave her the floor. Ms. Donnellan asked if there were any questions from Board members, and hearing none she made a motion that the Board approve the up to \$250 million State Revolving Fund Revenue Bonds Resolution dated September 15, 2020. Ms. Ganeriwala seconded the motion. Those voting affirmative by roll call vote were: Chairman Hasty, Ms. Bailey, Ms. Bunting, Ms. Donnellan, Mr. Harris, Mr. Kittrell, Dr. Woolridge, Mr. Flynn, Ms. Ganeriwala, Mr. Roadcap, and Ms. Thomson. With no dissenting votes, Chairman Hasty noted the motion carried.

Old Business

Chairman Hasty asked if there was any old business to come before the Board. There was none.

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New Business


Chairman Hasty asked if there was any new business to come before the Board. There was none.

Public Comment

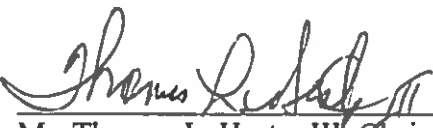
Chairman Hasty asked if there were any comments from the public. There were none.

Adjournment

Chairman Hasty asked for a motion to adjourn. On a motion by Mr. Harris, seconded by Mr. Flynn, a roll call vote was taken to adjourn the meeting. Those voting aye were: Chairman Hasty, Ms. Bailey, Ms. Bunting, Ms. Donnellan, Mr. Harris, Mr. Kittrell, Dr. Woolridge, Mr. Flynn, Ms. Ganeriwala, Mr. Roadcap, and Ms. Thomson. There being no dissenting votes, the meeting was adjourned at 9:40 a.m. Ms. Hamlett thanked the Board for their participation.


Stephanie L. Hamlett, Executive Director
Board Secretary

APPROVED:


Mr. Thomas L. Hasty, III, Chairman of the Board

VIRGINIA RESOURCES AUTHORITY

-RESOLUTION-

AUTHORIZING THE ISSUANCE AND SALE OF UP TO \$250,000,000 IN STATE REVOLVING FUND REVENUE BONDS FOR THE PERIOD ENDING SEPTEMBER 30, 2021

September 15, 2020

A. The Federal Water Quality Act of 1987, which amended the Clean Water Act of 1972 (the “Clean Water Act”), provides for the establishment of state revolving fund loan programs. The funds in these state revolving fund loan programs are to be used to provide financial assistance to various entities in connection with the construction of systems for the storage, treatment, recycling and reclamation of sewage, and certain other qualified water pollution control projects. The Clean Water Act requires, as a condition for the receipt of certain federal financial assistance, that each state establish a state revolving loan fund to receive grant proceeds. Under the Clean Water Act, states are also currently required to provide state matching funds equal to twenty percent of each federal capitalization grant.

B. The Federal Safe Drinking Water Act Amendments of 1996, which amended the Safe Drinking Water Act (the “Drinking Water Act”), also provide for the establishment of state revolving fund loan programs. The funds in these state revolving fund loan programs are to be used to provide financial assistance to various entities in connection with the construction of qualified drinking water projects. The Drinking Water Act requires, as a condition for the receipt of certain federal financial assistance, that each state establish a state revolving loan fund to receive capitalization grant proceeds. Under the Drinking Water Act, states are also currently required to provide state matching funds equal to twenty percent of each federal capitalization grant.

C. The 1986 Virginia General Assembly created the Virginia Water Facilities Revolving Fund (the “Clean Water RLF”) pursuant to Chapter 22, Title 62.1, Code of Virginia of 1950, as amended (the “VWFRF Act”), to provide a long-term renewing source of funding for water quality improvements in the Commonwealth of Virginia (the “Commonwealth”).

D. The 1987 Virginia General Assembly created the Virginia Water Supply Revolving Fund (the “Drinking Water RLF”) pursuant to Chapter 23, Title 62.1, Code of Virginia of 1950, as amended (the “VWSRF Act”), to provide a long-term renewing source of funding for drinking water improvements in the Commonwealth.

E. Section 62.1-225 of the VWFRF Act and Section 62.1-234 of the VWSRF Act provide that the Clean Water RLF and the Drinking Water RLF are separate, permanent, and perpetual funds, each of which is dedicated with limited exceptions to the making of loans to local governments and other eligible entities (“Participants”) for qualifying clean water projects (“Clean Water Projects”) and drinking water projects (“Drinking Water Projects” and, together with Clean Water Projects, “Projects”). Both the Clean Water RLF and the Drinking Water RLF are administered and managed by the Virginia Resources Authority (“VRA”), which is a public body corporate and a political subdivision of the Commonwealth created by the Virginia Resources

Authority Act, Chapter 21, Title 62.1, Code of Virginia of 1950, as amended (the “VRA Act and, together with the VWFRF Act and the VWSRF Act, the “Virginia Acts”), subject to the right of the State Water Control Board (in the case of the Clean Water RLF) and the Board of Health (in the case of the Drinking Water RLF), following consultation with VRA, to direct the distribution of loans to particular Participants and to establish the interest rates and repayment terms of such loans.

F. The programs for the application of the assets of the Clean Water RLF (the “Clean Water Program”) and the Drinking Water RLF (the “Drinking Water Program”) established by VRA, the State Water Control Board and the Board of Health, respectively, satisfy the criteria of the Clean Water Act and the Drinking Water Act and entitle the Commonwealth to receive the above-described capitalization grants to finance Projects. In addition, federal law allows for the cross-collateralization of the assets of the Clean Water Program and Drinking Water Program.

G. The Virginia Acts authorize and empower VRA, among other things, to borrow money and issue its bonds to provide funds to carry out VRA's purposes and powers, including making loans to Participants to finance or refinance the cost of any Projects from the proceeds of such bonds, and to pay all costs and expenses incurred in connection with the issuance of such bonds and to pledge all or any part of the assets of or under the control of VRA, including obligations in the Clean Water RLF and the Drinking Water RLF, to secure the payment of the bonds of VRA.

H. VRA has entered into a Second Amended and Restated Master Indenture of Trust dated as of September 1, 2020, as previously supplemented and amended (the “Master Indenture”), between VRA and U.S. Bank National Association, as trustee (the “Trustee”), under which VRA has provided for the issuance from time to time of bonds of VRA (as more particularly described in the Master Indenture, the “Bonds”) for the purpose of purchasing and acquiring obligations (“Obligations”) of certain Participants to finance and refinance certain Projects (including for purposes of evidencing the provision of the state matching funds for the federal capitalization grants), and for such other purposes as may be authorized under and pursuant to the Virginia Acts.

I. To further the purposes of the Virginia Acts, VRA has determined to issue one or more Series of Bonds under the Master Indenture in an aggregate principal amount of up to \$250,000,000 (the “2021 Bonds”) at one time or from time to time and to use the proceeds of the 2021 Bonds to purchase or acquire Obligations (including for purposes of evidencing the provision of the state matching funds for the federal capitalization grants) to finance certain Projects and to pay the cost of issuance of the 2021 Bonds.

J. The Master Indenture provides that, as a condition to the issuance and authentication of any Series of Bonds, VRA shall deliver to the Trustee a Supplemental Series Indenture, which Supplemental Series Indenture shall set forth the terms of such Series. As provided in the Master Indenture and the form of the model Supplemental Series Indenture presented to this meeting (the “2021 Model Supplement”), the debt service payments on the 2021 Bonds are expected to be made from revenues derived from Pledged Obligations (as defined in the Master Indenture) and the investment earnings on a Reserve Fund, if any, (as defined in the Master Indenture and to be funded as described in the 2021 Model Supplement) and certain other funds and accounts established pursuant to the Master Indenture.

WHEREAS, unless otherwise defined, each capitalized term used in this Resolution shall have the meaning given it in the Master Indenture.

After careful consideration and to further the public purposes for which VRA was created, NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF VRA AS FOLLOWS:

1. Authorization of 2021 Bonds. The Board of Directors of VRA (the “Board”) determines that it is in the best interest of VRA to authorize the issuance of the 2021 Bonds at one time or from time to time in one or more Series under the Master Indenture to purchase or acquire Obligations to finance or refinance Projects (including for purposes of evidencing the provision of the state matching funds for the federal capitalization grants), and to pay the cost of issuance of the 2021 Bonds. The Board authorizes the issuance and sale of the 2021 Bonds, pursuant to the following terms and conditions: (i) the original aggregate principal amount of the 2021 Bonds shall not exceed \$250,000,000; (ii) no Series of the 2021 Bonds shall have a true interest cost in excess of 5.0%; and (iii) the final maturity any of the 2021 Bonds of any Series shall be no later than December 31, 2054. It is hereby found and determined that the debt service payments on the 2021 Bonds are not expected to be made, in whole or in part, directly or indirectly, from appropriations of the Commonwealth of Virginia within the meaning of Section 2.2-2416(7) of the Code of Virginia of 1950, as amended.

2. Details of the 2021 Bonds. Subject to the limitations outlined in paragraph 1 above, VRA's Chairman and Executive Director, either of whom may act, are authorized to determine and approve the final details of the 2021 Bonds of each Series, including without limitation, their series designation, dated date, original aggregate principal amount, interest rates, maturity dates, redemption provisions, sale prices and the principal amount of each maturity, the sale date, the sale price and the reoffering prices. The approval of the Chairman and Executive Director of such details shall be evidenced conclusively by their execution and delivery of the 2021 Bonds of the Series on VRA's behalf.

3. Approval of Supplemental Series Indentures. Each Series of 2021 Bonds shall be issued pursuant to the Master Indenture and a Supplemental Series Indenture in substantially the same form as the 2021 Model Supplement. With respect to each Series of 2021 Bonds authorized under this Resolution, the Chairman and Executive Director, either whom may act, are authorized to execute and deliver on VRA's behalf, and, if required, to affix and attest VRA's seal on the Supplemental Series Indenture in substantially the form of the 2021 Model Supplement, with such changes, insertions or omissions, including the establishment of additional reserve funds for all or any portion of the 2021 Bonds, as may be approved by the Chairman and Executive Director. Such approval shall be evidenced conclusively by the execution and delivery of each respective Supplemental Series Indenture on VRA's behalf.

4. Preparation, Execution, Authentication and Delivery of 2021 Bonds. The Executive Director is authorized and directed to have the 2021 Bonds of each Series prepared in substantially the form attached to the 2021 Model Supplement submitted to this meeting, to have such 2021 Bonds executed pursuant to the terms of the Master Indenture and the related Supplemental Series Indenture, to deliver such 2021 Bonds to the Trustee for authentication, and to cause such 2021 Bonds so executed and authenticated to be delivered to or for the account of

the initial purchasers thereof upon payment of the purchase price thereof as provided in the related Supplemental Series Indenture.

5. Sale of 2021 Bonds. Each Series of 2021 Bonds may be sold to an underwriter or group of underwriters with demonstrated experience in underwriting municipal securities (“Underwriters”) to be selected by the Executive Director in accordance with VRA's previously adopted underwriter selection procedures or, if the Executive Director so elects, by competitive bidding to the qualified bidder with the lowest true interest cost to VRA. With respect to each Series of 2021 Bonds, the Executive Director is authorized to execute and deliver a bond purchase agreement with the Underwriters, or, if sold by competitive bidding, other appropriate documents with the successful bidder (the “Bid Documents”) providing for the sale and delivery of the 2021 Bonds upon terms and conditions to be approved by the Chairman and Executive Director within the parameters set forth in paragraph 1 above.

6. Preliminary Official Statement. VRA authorizes the preparation of a preliminary official statement, in such form as the Executive Director may approve (a “Preliminary Official Statement”), in connection with a public offering of any Series of 2021 Bonds authorized hereunder. The Executive Director is authorized to deem final each Preliminary Official Statement as of its date for purposes of Securities and Exchange Commission Rule 15c2-12 (the “Rule”) and to approve distribution thereof. Distribution of a Preliminary Official Statement shall constitute conclusive evidence that it has been deemed final as of its date, except for the omission of such pricing and other information permitted to be omitted, for purposes of the Rule.

7. Official Statement. Upon the public sale of any Series of the 2021 Bonds, the Executive Director is authorized and directed to complete the Preliminary Official Statement therefor as an official statement in final form (the “Official Statement”) to reflect the final terms and details of the related Series of 2021 Bonds and the sale thereof. The Executive Director is authorized to execute each Official Statement, which execution shall constitute conclusive evidence of approval of the Official Statement on behalf of VRA and that it has been deemed final within the meaning of the Rule. The Executive Director is authorized to prepare, execute, publish and distribute any other disclosure or sale documents as the Executive Director deems necessary or appropriate to effect the sale of the 2021 Bonds.

8. Credit Enhancement. The Executive Director is authorized to procure bond insurance for all or any portion of the 2021 Bonds or a surety bond, liquidity facility or similar instrument to provide for the funding of all or any portion of the Reserve Fund or any other reserve fund or account established pursuant to the Master Indenture, if the Executive Director determines such procurement to be in the best interests of VRA.

9. Tax Matters. The Executive Director is authorized and directed to (i) conduct public hearings in connection with the issuance of 2021 Bonds, if applicable, (ii) seek the approval of the Governor of the issuance of 2021 Bonds, if applicable, and (iii) execute and deliver on VRA's behalf simultaneously with the issuance of each Series of the 2021 Bonds a Tax Regulatory Agreement and/or similar agreements or certificates. The Tax Regulatory Agreement and/or similar agreements or certificates shall set forth the expected use of and investment of all or any portion of the proceeds of each Series of the 2021 Bonds and include such covenants as may be necessary to qualify the interest on all or any portion of each Series of the 2021 Bonds for

exemption from gross income for federal income tax purposes or any 2021 Bonds of a Series for tax-advantaged status under the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations (the “Tax Code”), and to maintain such exemption or status. The Executive Director is further authorized to make on behalf of VRA such elections under the Tax Code with respect to any Series of the 2021 Bonds as she may deem to be in the best interests of VRA after consultation with VRA's bond counsel. The calculation of “true interest cost” of any 2021 Bonds or Notes (as defined in paragraph 12 below) for purposes of paragraphs 1 and 12 hereof may take into account the net benefit expected to be received by VRA from the issuance of 2021 Bonds with tax-advantaged status in any reasonable manner approved by the Executive Director. This Resolution is intended to be a declaration of “official intent” within the meaning of Treasury Regulations Section 1.150-2 evidencing VRA’s intent to reimburse original expenditures from the Clean Water RLF and Drinking Water RLF to fund loans to Participants and related purposes with the proceeds of the 2021 Bonds.

10. Investment of Proceeds. Notwithstanding anything to the contrary contained in VRA's Investment Policy, the investment of all monies deposited in any of the funds or accounts established by the Master Indenture and any Supplemental Series Indenture related to a Series of the 2021 Bonds will be governed by the sections of the Master Indenture and such Supplemental Series Indenture related to permitted investments. In addition, the Executive Director is authorized to contract with the Virginia State Non-Arbitrage Program and/or an arbitrage rebate consulting firm to provide investment and/or arbitrage compliance services with respect to the 2021 Bonds.

11. Approval of Obligation Documents. The model Financing Agreement previously submitted to the Board is hereby approved for use in providing for the purchase or acquisition of Obligations related to the 2021 Bonds; provided, however, that the provisions therein may be altered to accommodate different terms agreed to by VRA and the various Participants.

12. Interim Financing. Prior to the offering of any Series of 2021 Bonds, if market or other conditions are such that the Chairman, in consultation with the Executive Director, determines that it is not advisable to enter into a long-term financing for all or any portion of the purchasing and acquiring of Obligations to finance or refinance the cost of any Project, the Executive Director, without further approval of the Board as to documentation or otherwise, may execute, deliver and issue short-term notes of VRA (“Notes”) at public or private sale in anticipation of the issuance of any or all series of 2021 Bonds; provided that the aggregate principal amount of the Notes shall not exceed \$250,000,000 (less the aggregate principal amount of any previously issued series of 2021 Bonds), the term to maturity thereof shall not exceed five years and the true interest cost thereon shall not exceed 5.0% and the Notes shall be subject to such other terms and conditions contained in this Resolution to the extent not inconsistent with this paragraph 12. Any of the Notes may be extended or refinanced from time to time by or at the direction of the Executive Director, provided that no extension or refinancing matures later than five years from the date of the original issuance of such Note. The Executive Director is authorized and directed to affix the seal of VRA to such Notes and to attest the seal. The Notes may be secured in the same manner as the corresponding Series of 2021 Bonds and may be retired, in the discretion of the Board, from the proceeds of the corresponding Series of 2021 Bonds or by means of current

revenues or other funds, provided that the maximum amount of the series of 2021 Bonds authorized will be reduced by the amount of Notes retired by means of such current revenues or other funds.

13. Authorization of Further Actions. Each officer of VRA is authorized to execute and deliver on VRA's behalf such other instruments, documents or certificates, and to do and perform such things and acts as he or she shall deem necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Master Indenture and any Supplemental Series Indenture related to the 2021 Bonds, the Notes, the Obligations, including without limitation making of amendments to the Master Indenture that the Chairman and Executive Director may deem necessary or advisable to facilitate the administration of the Master Indenture and/or the operations of the Clean Water Program and the Drinking Water Program and have no material adverse effect on the owners of the Bonds outstanding under the Master Indenture. Any of the foregoing previously done or performed by any officer of VRA is in all respects approved, ratified and confirmed.

14. Effective Date; Termination. This Resolution shall be immediately effective. The authority to issue 2021 Bonds and Notes pursuant to this Resolution shall terminate on September 30, 2021.