

**RESOLUTION APPROVING ISSUANCE OF
REFINANCING DEBT FOR VIRGINIA RAILWAY EXPRESS EQUIPMENT**

WHEREAS, the Northern Virginia Transportation District Commission (“NVTC”) and the Potomac and Rappahannock Transportation District Commission (“PRTC,” and, together with NVTC, the “Commissions”) jointly operate the Virginia Railway Express (the “VRE”) commuter rail service in Northern Virginia pursuant to the Master Agreement dated as of October 3, 1989, as amended (the “Master Agreement”), among the Commissions and the Participating and Contributing Jurisdictions described in such Master Agreement; and,

WHEREAS, NVTC, with the consent of PRTC and the Participating and Contributing Jurisdictions, entered into a financing agreement with the Federal Railroad Administration pursuant to its Railroad Rehabilitation and Improvement Financing program in 2007 and subsequently borrowed a total of \$68,953,913 pursuant to a series of draws under the program for railcars delivered between 2008 and 2012 (collectively, the “FRA Loan”); and,

WHEREAS, the FRA Loan is now administered by the U.S. Department of Transportation’s Build America Bureau; and

WHEREAS, the County of Spotsylvania, Virginia, is a Participating Jurisdiction under the terms of the Master Agreement; and,

WHEREAS, the Commissions have recommended to the Participating and Contributing Jurisdictions the refinancing of the FRA Loan with the proceeds of a loan to be obtained from the Virginia Resources Authority (“VRA”); and,

WHEREAS, the Master Agreement provides that the Commissions shall utilize reasonable debt financing to the extent that such financing is advantageous to the VRE and is in the interest of the parties to the Master Agreement, but requires that the Commissions not incur debt related to the VRE without the consent of all Participating and Contributing Jurisdictions.

NOW, THEREFORE, BE IT RESOLVED THAT the County of Spotsylvania, Virginia consents, in accordance with the terms of the Master Agreement, to the incurrence of a VRA loan by NVTC to refinance the FRA Loan upon substantially the terms and conditions described in the VRA Term Sheet dated as of December 15, 2017, accepted by the Commissions as of January 4, 2018 and presented to this meeting (the “VRA Loan”); and,

BE IT FURTHER RESOLVED THAT it is acknowledged that the repayment obligations of the VRA Loan and the related financing covenants will be evidenced by a local bond to be issued by NVTC and a local bond sale and financing agreement to be negotiated and entered into by NVTC and VRA; and,

BE IT FURTHER RESOLVED THAT the consent to the VRA Loan is contingent upon the achievement of net present value debt service savings of not less than three percent (3%) of the outstanding principal amount of the FRA Loan; and,

BE IT FURTHER RESOLVED THAT as required by VRA as a condition to the making of the VRA Loan, the County further consents to the Commissions' granting to VRA of security interests in the Commissions' rights to participating jurisdictions' jurisdictional payments under the Master Agreement; and,

BE IT FURTHER RESOLVED THAT as required by VRA as a condition to the making of the VRA Loan, the County agrees that VRA shall be deemed a third party beneficiary of the Master Agreement for purposes of repayment of the VRA Loan; and,

BE IT FURTHER RESOLVED THAT as a condition to the making of the VRA Loan, the County further acknowledges that (i) the VRA Loan may be payable from and will be secured by amounts derived pursuant to the Master Agreement, (ii) VRA would not make the VRA Loan without the security and credit enhancement provided by the Participating Jurisdictions under the Master Agreement, and (iii) VRA is treating the County's obligations under the Master Agreement as a "local obligation" pursuant to Section 62.1-199 of the Code of Virginia of 1950, as amended. In the event of the failure of the County to appropriate a payment under the Master Agreement that causes a nonpayment on the VRA Loan, VRA may institute the "state-aid intercept" process set forth in Section 62.1-216.1 of the Code of Virginia of 1950, as amended, under which the Governor may cause the Comptroller to withhold all further payment to the County of funds appropriated and payable by the Commonwealth to the County until the unpaid sum is obtained. The funds so withheld will be directed to VRA to cure the nonpayment; and,

BE IT FURTHER RESOLVED THAT the appropriate officers of the County are authorized to execute and deliver such agreements, instruments and certificates as may be necessary to accomplish the foregoing.

(Seal)

A teste _____
Aimee Mann, Deputy Clerk