



**ECONOMIC DEVELOPMENT AUTHORITY
BUSINESS MEETING**

AGENDA

July 27, 2017 at 3:00 p.m.

Department of Economic Development Vision Conference Room
43777 Central Station Dr., Suite 300, Ashburn, VA

- I. Call to order**
- II. Adoption of June 22, 2017 minutes**
- III. Public Hearing on Application for Refunding Revenue Notes for Loudoun Country Day School**
Presenters: Mike Graff and Borrower Representative(s)
- IV. Public Hearing on Application for Multifamily Housing Revenue Bonds for Stone Springs**
Presenters: Mike Graff and Borrower Representative(s)
- V. Update on Recent International Trade Missions**
Presenters: Bob McCollar and Beth Erickson
- VI. DED Executive Director's Report**
Presenter: Buddy Rizer
- VII. Other business**
- VIII. Adjournment**

To request a reasonable accommodation for any type of disability in order to participate in the Economic Development Authority meeting, please contact the Department of Economic Development at 703-777-0426 at least one business day in advance.

Economic Development Authority of Loudoun County Virginia
43777 Central Station Drive, Suite 300, Ashburn Virginia 20147
biz.loudoun.gov/economic-development-authority - EDA@Loudoun.gov - 571-258-3300



Meeting Minutes - DRAFT

Date: 06/22/17

Location: Mission Room – Loudoun Economic Development – Ashburn, VA

EDA Members

Name	Attended	Comments
Brian Chavis - Chair	X	
Casey Veatch – Vice Chair	X	
Betsy Self - Secretary		Absent
Tony Howard – Asst. Secretary	X	
Chris Charron	X	
Bernard Mustafa	X	
Bill Byers		Absent

Non EDA Members, DED Staff and Guests

Courtney Sydnor, James David, Buddy Rizer - Loudoun County

Kim Hart – Good Works, Roy Barnett – Van Metre

Representatives from Brambleton project (Adam Stockmaster, Edmund Delany, Ari Severe, and Alex Zeltser)

Agenda and Notes

I. Call to order – 3:01 p. m.

Mr. Chavis opened the meeting and reordered the agenda to accommodate visitors.

II. Presentation on Proposed Private Activity Bond Financing for Stone Springs Apartments

Presenters: Kim Hart and Roy Barnett

Mr. Hart and Mr. Barnett discussed changes to the County's ADU ordinances and how they affect local efforts to create affordable housing. Mr. Hart made a request for a public hearing on proposed tax exempt bond financing for the Stone Springs affordable housing project at a future EDA meeting. No action taken.

III. Public Hearing on Proposed Private Activity Bond Financing for Birchwood at Brambleton II

Presenters: Representatives from Developer, Lender and Bond Counsel

The Chair opened the public hearing portion of the meeting. Project representatives explained the affordable housing projects in the works at Brambleton, and the structure of the tax-exempt financing they are seeking from the EDA. The Chair invited any members of the public present to speak about the proposed financing. Mr. Hart expressed support for the project. There were no other public comments. The Chair closed the public hearing. Mr. Howard moved to approve the Inducement Resolution for the proposed financing, a copy of which was included in the meeting packet circulated to EDA members and posted to the EDA website prior to the meeting (second by Mr. Charron). Passed 5-0-2, Byers and Self absent.

IV.	Adoption of May 25, 2017 Minutes Mr. Howard moved to approve the adoption of the minutes (second by Mr. Mustafa). Passed 5-0-2, Self and Byers absent.
V.	Preparing for Housing Summit Presenter: Buddy Rizer Mr. Rizer briefed the EDA on the pending County Housing Summit in September or October and asked for feedback on DED's draft items for consideration at the Summit. Mr. Rizer stressed that a continuum of housing options is essential to attract workforce, and asked that this message come from the business community as well as staff. No action taken.
VI.	DED Director's Report Presenter: Buddy Rizer Mr. Rizer gave a preliminary report on department metrics for the end of the fiscal year. No action taken.
VII.	Annual agreement between Loudoun Economic Development and Chamber of Commerce Presenters: Tony Howard, Buddy Rizer Mr. Veatch moved to approve the annual agreement as presented (second by Mr. Charron). Passed 4-0-3, Howard abstained, Self and Byers absent.
VIII.	Other Business Mr. Howard moved to approve the EDA finance report for May (second by Mr. Mustafa). Passed 5-0-2, Self and Byers absent. Mr. Charron moved to approve the EDA finance report for April (second by Mr. Mustafa). Passed 5-0-2, Self and Byers absent.
IX.	Adjourned – 4:21 p.m.
Follow-up: <ul style="list-style-type: none"> • None 	

Loudoun Country Day School, Inc.
EDA Revenue Bond Refinancing Request/Executive Summary

Project to be financed:	Refunding of the EDA's Variable Rate Revenue Bonds (Loudoun Country Day School Issue) Series 2008 (the "2008 Bonds"), which 2008 Bonds financed the acquisition, construction and development of Loudoun Country Day School's Red Cedar Drive Campus
Parties and roles:	<p>Issuer - Economic Development Authority of Loudoun County, Virginia</p> <p>Borrower - Loudoun Country Day School, Inc.</p> <p>Bond Purchaser - Middleburg Bank, a division of Access National Bank</p> <p>Borrower's Financial Advisor - George K. Baum & Company</p> <p>Bond Counsel and Borrower's Counsel - McGuireWoods LLP</p> <p>Bond Purchaser's Counsel - Arent Fox LLP</p>
Project finance plan:	Up to \$24,000,000 tax-exempt refunding revenue bonds issued to refinance the 2008 Bonds and, if determined advisable, terminate the existing interest rate swap for such 2008 Bonds. The refinancing transaction is expected to have a 20 year term with a 30 year amortization of principal. The refunding bonds are expected to bear interest at a fixed rate of 2.64% per annum. The Bond Purchaser will be secured by a first priority deed of trust on the School's Red Cedar Drive Campus and a lien on all business assets. Financial covenants are expected to include a minimum debt service coverage ratio, limitations on additional debt, and a minimum unrestricted liquidity covenant

McGUIREWOODS

July 12, 2017

Economic Development Authority of
Loudoun County, Virginia
Ashburn, Virginia

**Economic Development Authority of Loudoun County, Virginia
Up to \$24,000,000 Refunding Revenue Notes
(Loudoun Country Day School Issue) Series 2017**

Ladies and Gentlemen:

We are serving as Bond Counsel in connection with the issuance by the Economic Development Authority of Loudoun County, Virginia (the "Authority") of its Refunding Revenue Notes (Loudoun County Day School Issue) Series 2017 (the "Notes") in an aggregate principal amount of up to \$24,000,000 to finance the following (collectively, the "Refunding Project"): (a) refunding the Authority's Variable Rate Revenue Bonds (Loudoun Country Day School Issue), Series 2008 (the "Prior Bonds"), the proceeds of which Prior Bonds were used to finance certain of the costs of (i) acquisition, construction and development of a school campus consisting of a lower school building (for students attending grades pre-kindergarten through fifth grade), a middle school building (for students attending sixth through eighth grades), a gymnasium, administrative office, athletic fields, tennis courts, a playground and a renovated barn to support the Borrower's performing arts program, all located on a site of approximately 69.3346 acres bordered by Red Cedar Drive and Evergreen Mill Road in the County of Loudoun, Virginia, (ii) the purchase of equipment and furnishings, together with other property, real and personal, functionally related and subordinate thereto, and (iii) certain other costs associated with the foregoing including, but not limited to, costs of issuance and credit enhancement costs and other eligible expenditures and the funding of reserves; (b) funding swap breakage costs in connection with the Prior Bonds; and (c) funding certain costs of the issuance of the Notes. It is our opinion that the Refunding Project qualifies for tax-exempt financing through the Authority pursuant to Section 145 of the Internal Revenue Code of 1986, as amended, and Section 15.2-4908 of the Code of Virginia of 1950, as amended, among other federal and Virginia statutory provisions.

Very truly yours,

A handwritten signature in black ink, appearing to read "McGuire Woods LLP", is written over a horizontal line.

35820

To: ECONOMIC DEVELOPMENT AUTHORITY

7/10/2017

LOUDOUN COUNTRY DAY SCHOOL, INC.

INVOICE NUMBER	DATE	DESCRIPTION	AMOUNT	DISCOUNT	NET AMOUNT
JULY 2017	7/1/2017		\$2,500.00	\$0.00	\$2,500.00
		Totals:	\$2,500.00	\$0.00	\$2,500.00

35820

To: ECONOMIC DEVELOPMENT AUTHORITY

7/10/2017

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LOUDOUN COUNTRY DAY SCHOOL, INC.

20600 RED CEDAR DRIVE
LEESBURG, VA 20175
(703) 777-3841

PNC BANK
PNC Bank, N.A.
Virginia
15-3/540

35820

CHECK DATE

CHECK NO.

7/10/2017

35820

CHECK AMOUNT

PAY

Two thousand five hundred and 00/100 Dollars

\$** 2,500.00

TO THE
ORDER
OF

ECONOMIC DEVELOPMENT AUTHORITY

AUTHORIZED SIGNATURE

MP

⑈035820⑈ ⑆054000030⑆ 5515316998⑈

Agreement for Payment of Expenses

THIS AGREEMENT, entered into this _____ day of JUNE, 2017, between LOUDOUN COUNTRY DAY SCHOOL, INC., party of the first part (the "Applicant"), and the LOUDOUN COUNTY ECONOMIC DEVELOPMENT AUTHORITY, party of the second part (the "Authority");

WITNESSETH:

WHEREAS, It is the Intention of the Applicant to utilize the capacity of the Authority to obtain industrial revenue financing of a type prescribed by the Industrial Development and Revenue Bond Act of Virginia, Chapter 49 of Title 15.2 of the Code of Virginia of 1950, as amended, (the "Act"), for the purpose of locating or expanding a project in Loudoun County, Virginia; and

WHEREAS, the Authority is now actively, or will be shortly, assisting the Applicant in its efforts to locate or expand a physical project known as LOUDOUN COUNTRY DAY SCHOOL in the county; and

WHEREAS, the Authority, by doing so, is, and/or will be, incurring legal and other overhead and out-of-pocket expenses; and

WHEREAS, while it is contemplated that the cost of such expense will be borne by the Applicant out of the proceeds of a loan or sale of a bond or note, as authorized under said Act, and;

WHEREAS, there can be no guarantee at this time that said financing will in fact be obtained and consequently no guarantee that if said financing is not obtained the Authority will recoup its said legal and other out-of-pocket and overhead expenses, and;

FURTHER, WHEREAS, the Authority has adopted a Fee Schedule detailing the application, initial administrative, and annual administrative fees applicable to various of the Authority's financing activities;

NOW, THEREFORE, for and in consideration of the mutual promises herein contained and contemplated, the parties hereby agree that:

1. In connection with the issuance of bond(s) or note(s) by the Authority for the benefit of said project in Loudoun County, the Applicant shall pay to the Authority the full amount of all expenses incurred by the Authority, in connection with the issuance of the contemplated

Agreement for Payment of Expenses

financing, such as, without limitation, legal, clerical, copying, mileage, postage, recording fees, and telephone expenses; including all such expenses incurred in connection with the project prior to the date of this Agreement.

2. In the event that for any reason, not the result of willful misdoing or gross negligence by the Authority, the Authority is not able, and does not obtain tax exempt revenue bond financing of a type prescribed by the Industrial Development and Revenue Bond Act of Virginia Chapter 49 of Title 15.2 of the Code of Virginia of 1950, as amended, for the purpose of establishing within Loudoun County said project of the Applicant, the Applicant shall nevertheless pay to the Authority the full amount of all expenses incurred by the Authority, such as, without limitation, legal, clerical, copying, mileage, postage, recording, telephone and overhead expenses, including all those said expenses incurred prior to the date of this Agreement;

FURTHER, the Applicant hereby agrees to pay the application fee, initial administrative fee and the annual administrative fees applicable to the Applicant's financing in accordance with the Fee Schedule duly adopted by the Authority, and attached hereto, in effect as of the date of this Agreement.

(signature page follows)



Agreement for Payment of Expenses

WITNESS the following signature and seals:

LOUDOUN COUNTRY DAY SCHOOL, INC.

By: *E. Randall Hollister*
Headmaster [Title]

ATTEST: _____

[Title]

(SEAL)

LOUDOUN COUNTY ECONOMIC DEVELOPMENT AUTHORITY

By: _____

[Title]

**NOTICE OF PUBLIC HEARING BEFORE THE
ECONOMIC DEVELOPMENT AUTHORITY OF LOUDOUN COUNTY,
VIRGINIA ON PROPOSED REVENUE BOND OR NOTE FINANCING FOR
LOUDOUN COUNTRY DAY SCHOOL, INC.**

Notice is hereby given that the Economic Development Authority of Loudoun County, Virginia (the "Authority") will hold a public hearing on the request of Loudoun Country Day School, Inc. (the "Borrower"), an organization that is not organized exclusively for religious purposes and is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, whose address is 20600 Red Cedar Drive, Leesburg, Virginia 20175, for the issuance by the Authority of up to \$24,000,000 of its revenue bonds or notes to finance all or a portion of the costs of: (a) refunding the Authority's outstanding Variable Rate Revenue Bonds (Loudoun Country Day School Issue) Series 2008 (the "2008 Bonds") which were issued for the purpose of financing certain of the costs of (i) acquisition, construction and development of a school campus consisting of a lower school building (for students attending grades pre-kindergarten through fifth grade), a middle school building (for students attending sixth through eighth grades), a gymnasium, administrative office, athletic fields, tennis courts, a playground and a renovated barn to support the Borrower's performing arts program, all located on a site of approximately 69.3346 acres bordered by Red Cedar Drive and Evergreen Mill Road in the County of Loudoun, Virginia, (ii) the purchase of equipment and furnishings, together with other property, real and personal, functionally related and subordinate thereto, and (iii) certain other expenditures related to the 2008 Bonds, including costs of issuance and credit enhancement costs and other eligible expenditures and the funding of reserves; (b) funding swap breakage costs in connection with the 2008 Bonds; and (c) funding certain costs of the issuance of the proposed bonds or notes.

The issuance of revenue bonds or notes as requested by the Borrower will not constitute a debt or pledge of the faith and credit of the Commonwealth of Virginia or the County of Loudoun, Virginia, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any political subdivision thereof will be pledged to the payment of such bonds or notes.

The public hearing, which may be continued or adjourned, will be held at 3:00 o'clock p.m. on July 27, 2017, before the Authority, in the offices of the Loudoun County Department of Economic Development, 43777 Central Station Drive, Suite 300, Ashburn, Virginia. Any person interested in the issuance of the bonds or notes or the proposed refinancing may appear at the hearing and present his or her views. A copy of the Borrower's application is on file and is open for inspection at the Authority's office at the offices of the Loudoun County Department of Economic Development, 43777 Central Station Drive, Suite 300, Ashburn, Virginia during business hours.

ECONOMIC DEVELOPMENT AUTHORITY OF LOUDOUN COUNTY, VIRGINIA

Advertised: July 13th and 20th, 2017

At a regular meeting of the Economic Development Authority of Loudoun County, Virginia, held on July 27, 2017, the following persons were present or absent as shown:

<u>MEMBER</u>	<u>PRESENT</u>	<u>ABSENT</u>
Brian Chavis		
Casey Veatch		
Betsy E. Self		
Tony Howard		
William G. Byers		
Chris Charron		
Bernard Mustafa		

On motion of _____, seconded by _____, the Resolution attached hereto entitled:

**RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF
LOUDOUN COUNTY, VIRGINIA AUTHORIZING THE ISSUANCE OF UP TO
\$24,000,000 REFUNDING REVENUE NOTES FOR THE BENEFIT OF LOUDOUN
COUNTRY DAY SCHOOL, INC.**

was adopted by a majority of the members of the Authority, the ayes and nays being recorded as follows:

<u>MEMBER</u>	<u>VOTE</u>
Brian Chavis	
Casey Veatch	
Betsy E. Self	
Tony Howard	
William G. Byers	
Chris Charron	
Bernard Mustafa	

Secretary, Economic Development
Authority of Loudoun County, Virginia

**RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF
LOUDOUN COUNTY, VIRGINIA AUTHORIZING THE ISSUANCE OF UP TO
\$24,000,000 REFUNDING REVENUE NOTES FOR THE BENEFIT OF
LOUDOUN COUNTRY DAY SCHOOL, INC.**

WHEREAS, the Economic Development Authority of Loudoun County, Virginia (the “Authority”), a political subdivision of the Commonwealth of Virginia, is empowered by the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the “Act”), to issue its revenue bonds and notes for the purpose of paying all or any part of the costs of facilities for private, accredited and nonprofit (nonreligious) institutions of elementary or secondary education in the Commonwealth, and to make loans in furtherance of its purposes, to mortgage or pledge any or all of its assets, whether then owned or thereafter acquired, as security for the payment of the principal of, premium, if any, and interest on any such revenue bonds or notes and any agreements made in connection therewith, and to pledge the revenues and receipts from the repayment of such loans made with the proceeds of such bonds and notes, or from any other source, to the payment of such bonds and notes and to refund bonds issued for such purposes;

WHEREAS, under the Act, the Authority has been given the power to issue its revenue bonds and notes from time to time and to use the proceeds thereof for the purpose of, among other purposes, the financing and refinancing of facilities for use by organizations (other than organizations organized and operated exclusively for religious purposes) that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), and are exempt from federal income taxation pursuant to Section 501(a) of the Code; 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;

WHEREAS, the Authority has received a request from Loudoun Country Day School, Inc. (the “Borrower”), an organization described in Section 501(c)(3) of the Code, requesting that the Authority issue its revenue notes to assist the Borrower in: (a) refunding the Authority’s Variable Rate Revenue Bonds (Loudoun Country Day School Issue), Series 2008 (the “Prior Bonds”), the proceeds of which Prior Bonds were used to finance certain of the costs of (i) acquisition, construction and development of a school campus consisting of a lower school building (for students attending grades pre-kindergarten through fifth grade), a middle school building (for students attending sixth through eighth grades), a gymnasium, administrative office, athletic fields, tennis courts, a playground and a renovated barn to support the Borrower’s performing arts program, all located on a site of approximately 69.3346 acres bordered by Red Cedar Drive and Evergreen Mill Road in the County of Loudoun, Virginia, (ii) the purchase of equipment and furnishings, together with other property, real and personal, functionally related and subordinate thereto, and (iii) certain other costs associated with the foregoing including, but not limited to, costs of issuance and credit enhancement costs and other eligible expenditures and the funding of reserves; (b) funding swap breakage costs in connection with the Prior Bonds; and (c)

funding certain costs of the issuance of the proposed notes (collectively, the “Refunding Project”);

WHEREAS, such assistance will induce the Borrower to remain in Virginia and benefit the inhabitants of Loudoun County, Virginia (the “County”) and the Commonwealth of Virginia, through the promotion of their safety, health, welfare, convenience or prosperity;

WHEREAS, the Borrower has represented that the estimated cost of the Refunding Project will require one or more issues of revenue notes in the aggregate principal amount not to exceed \$24,000,000 and, at the request of the Borrower, the Authority desires to authorize the issuance of its Refunding Revenue Notes (Loudoun Country Day School Issue) Series 2017 (the “Notes”) pursuant to the Act;

WHEREAS, the Refunding Project has been described to the Authority and a public hearing has been held on July 27, 2017 in accordance with Section 147(f) of the Code of 1986 and Section 15.2-4906 of the Act;

WHEREAS, the Notes will be issued and sold to Middleburg Bank, a Division of Access National Bank, or an affiliate thereof (the “Note Purchaser”) pursuant to a Loan Agreement (the “Agreement”), to be dated a date on or prior to the date of issuance of the Notes, among the Authority, the Borrower and the Note Purchaser;

WHEREAS, the foregoing arrangements will be reflected in the following documents (the “Basic Documents”) which the Authority proposes to execute to carry out the transactions described above, substantially final forms of which have been prepared or reviewed by bond counsel to the Authority and presented to the Authority for its approval:

- (a) the Agreement; and
- (b) Form of the Notes, bearing interest and payable as provided therein and in the Agreement and which is attached to the Agreement as Exhibit 301.

After careful consideration and in furtherance of the public purposes for which the Authority was created, **NOW, THEREFORE, BE IT RESOLVED BY THE ECONOMIC DEVELOPMENT AUTHORITY OF LOUDOUN COUNTY, VIRGINIA THAT:**

1. It is hereby found and determined that assisting the Borrower in refunding the Prior Bonds will be in the public interest and will promote the commerce, safety, health, welfare, convenience or prosperity of the Commonwealth of Virginia, the County and their citizens.
2. To induce the Borrower to remain in the Commonwealth of Virginia, and particularly in the County, the Authority hereby authorizes and approves the issuance of the Notes in an amount not to exceed \$24,000,000. The Notes shall be substantially in the form attached as an exhibit to the Agreement.

3. The Chairman, Vice Chairman and any other officer of the Authority, any of whom may act (the "Authorized Official"), are hereby authorized and directed to execute the Notes, which shall bear interest at the rates (which may be variable or fixed), shall mature on such dates and shall be subject to redemption at such times as are set forth in the Agreement and the Notes. The Authorized Official is hereby authorized to approve the final terms of the Notes; provided that (a) the interest rate borne by the Notes shall not exceed the maximum rate permitted by law, (b) the final maturity of the Notes shall not be later than forty (40) years after the date of the initial issuance of the Notes, and (c) the principal amount of the Notes shall not exceed \$24,000,000. Such approvals shall be evidenced conclusively by the execution and delivery of the Notes.

4. The Notes and each of the Basic Documents shall be in substantially the same forms as submitted to this meeting, which are hereby approved, with such completions, omissions, insertions and changes (including, without limitation, changes of the dates thereof) as may be approved by the Authorized Official executing them, his or her execution to constitute conclusive evidence of the approval of any such completions, omissions, insertions and changes. The execution, delivery and performance by the Authority of the Basic Documents are hereby authorized and directed.

5. The Authorized Official is hereby authorized and directed to execute on behalf of the Authority, and to deliver the Notes, the Basic Documents and such other agreements, certificates, documents and instruments as are authorized hereby or contemplated by the Basic Documents, and, if required, the Secretary or any other officer of the Authority is authorized and directed to affix the seal of the Authority to the Notes, the Basic Documents and such other agreements, certificates, documents and instruments and to attest such seal. The signatures of the Authorized Official, the Secretary (or such other officer) and the seal of the Authority on the Notes may be by facsimile.

6. The Authorized Official is hereby authorized and directed to execute and deliver on behalf of the Authority such other agreements, certificates, documents and instruments and to do and perform such other things and acts, as shall be necessary or appropriate to carry out the transactions authorized by this resolution or contemplated by the Notes, the Basic Documents or such other agreements, certificates, documents and instruments. All of the foregoing previously done or performed on behalf of the Authority are in all respects hereby approved, ratified and confirmed.

7. Any authorization herein to execute a document shall include authorization to change the date of such document, record such document where appropriate and to deliver it to the other parties thereto.

8. 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 Notes and the undertaking of the Refunding Project are hereby approved and confirmed.

9. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, to serve as bond counsel and hereby appoints such firm to supervise the proceedings and approve the issuance of the Notes.

10. The Borrower has agreed in the Loan Agreement to indemnify and save harmless the Authority, its officers, directors, employees and agents from and against all liabilities, obligations, claims, damages, penalties, losses, costs and expenses in any way connected with the issuance and sale of the Notes.

11. All costs and expenses in connection with financing the Refunding Project, including the fees and expenses of the Authority (including, without limitation, any application fee and origination fee or annual fee, as applicable), bond counsel, counsel for the Authority, the Note Purchaser and Note Purchaser's counsel shall be paid from the proceeds of the Notes (but only to the extent permitted by applicable law) or from moneys provided by the Borrower. If for any reason the Notes are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

12. The Notes shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the directors, officers, agents or employees of the Authority, past, present and future, nor any person executing the Notes, shall be liable personally on the Notes by reason of the issuance thereof. The Notes shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the County (and the Notes shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Notes be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the Notes or the interest thereon or other costs incident thereto. The Notes shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

13. The Authority (including its officers, directors, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the Notes or failure of the Authority to issue the Notes for any reason. Any obligation of the Authority to exercise its powers in the County to issue the Notes as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue Notes for the Refunding Project for any reason, including but not limited to, the failure of the Board of Supervisors of the County (the "Board of Supervisors") to approve the issuance of the Notes.

14. The Authority recommends that the Board of Supervisors approve the issuance of the Notes.

15. No Notes may be issued pursuant to this resolution until such time as the issuance of the Notes has been approved by the Board of Supervisors.

16. The approval of the issuance of the Notes does not constitute an endorsement to a prospective purchaser of the Notes of the creditworthiness of the Borrower or the Refunding Project.

17. This resolution shall take effect immediately upon its adoption.

Adopted: July 27, 2017

CERTIFICATE

The undersigned Secretary of the Economic Development Authority of Loudoun County, Virginia (the "Authority") certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the Directors of the Authority present and voting at a meeting duly called and held on July 27, 2017, in accordance with law, and that such resolution has not been repealed, revoked, rescinded or amended but is in full force and effect on this date.

WITNESS the following signature and seal of the Authority, this 27th day of July, 2017.

Secretary, Economic Development Authority of
Loudoun County, Virginia

[SEAL]

July 27, 2017

Board of Supervisors of
Loudoun County, Virginia
Leesburg, Virginia

**Economic Development Authority of Loudoun County, Virginia
Proposed Financing for Loudoun Country Day School, Inc.**

Loudoun Country Day School, Inc. (the “Borrower”), a nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), has requested that the Economic Development Authority of Loudoun County, Virginia (the “Authority”) issue up to \$24,000,000 of its revenue notes to assist the Borrower in (a) refunding the Authority’s Variable Rate Revenue Bonds (Loudoun Country Day School Issue), Series 2008 (the “Prior Bonds”), the proceeds of which Prior Bonds were used to finance certain of the costs of (i) acquisition, construction and development of a school campus consisting of a lower school building (for students attending grades pre-kindergarten through fifth grade), a middle school building (for students attending sixth through eighth grades), a gymnasium, administrative office, athletic fields, tennis courts, a playground and a renovated barn to support the Borrower’s performing arts program, all located on a site of approximately 69.3346 acres bordered by Red Cedar Drive and Evergreen Mill Road in the County of Loudoun, Virginia, (ii) the purchase of equipment and furnishings, together with other property, real and personal, functionally related and subordinate thereto, and (iii) certain other costs associated with the foregoing including, but not limited to, costs of issuance and credit enhancement costs and other eligible expenditures and the funding of reserves; (b) funding swap breakage costs in connection with the Prior Bonds; and (c) funding certain costs of the issuance of the proposed notes (collectively, the “Refunding Project”).

As set forth in the resolution of the Authority attached as Exhibit C to the certificate described below (the “EDA Resolution”), the Authority has agreed to issue its notes as requested. The Authority has conducted a public hearing (the “Public Hearing”) on the proposed financing of the Refunding Project and has recommended that you approve the issuance of the notes as required by Section 147(f) of the Code and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the “Virginia Code”).

Attached hereto is (1) a certificate evidencing the conduct of the Public Hearing and adoption of the EDA Resolution, (2) the Fiscal Impact Statement required pursuant to Virginia Code Section 15.2-4907, and (3) the form of resolution suggested by counsel to evidence your approval.

Secretary, Economic Development Authority of
Loudoun County, Virginia

CERTIFICATE

The undersigned Secretary of the Economic Development Authority of Loudoun County, Virginia (the "Authority") certifies as follows:

1. A meeting of the Authority was duly called and held at 3:00 p.m. on July 27, 2017 before the Authority in the offices of the Loudoun County Department of Economic Development, 43777 Central Station Drive, Suite 300, Ashburn, Virginia, pursuant to proper notice given to each Director of the Authority before such meeting. The meeting was open to the public. The time of the meeting and the place at which the meeting was held provided a reasonable opportunity for persons of differing views to appear and be heard.

2. The Chairman announced the commencement of a public hearing on the application of Loudoun Country School, Inc. and that a notice of the hearing was published once a week for two successive weeks in a newspaper having general circulation in the County of Loudoun, Virginia (the "Notice"), with the second publication appearing not less than seven days nor more than twenty-one days prior to the hearing date. A copy of the Notice has been filed with the records of the Authority and is attached as Exhibit A.

3. A summary of the statements made at the public hearing is attached as Exhibit B.

4. Attached as Exhibit C is a true, correct and complete copy of a resolution ("Resolution") adopted at such meeting of the Authority by a majority of the Directors present at such meeting. The Resolution constitutes all formal action taken by the Authority at such meeting relating to matters referred to in the Resolution. The Resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on this date.

WITNESS my hand and the seal of the Authority, this 27th day of July, 2017.

Secretary, Economic Development Authority of
Loudoun County, Virginia

[SEAL]

Exhibits:

A - Copy of Certified Notice

B - Summary of Statements

C - Resolution

EXHIBIT A

NOTICE OF PUBLIC HEARING

[See Attached]

EXHIBIT B

SUMMARY OF STATEMENTS

Representatives of Loudoun Country Day School, Inc. and McGuireWoods LLP, bond counsel, appeared before the Authority to explain the proposed plan of financing. No one appeared in opposition to the proposed bond or note issue.

EXHIBIT C

RESOLUTION

[See Attached]

FISCAL IMPACT STATEMENT
FOR PROPOSED BOND/NOTE FINANCING

Date: July 27, 2017

To the Board of Supervisors
of Loudoun County, Virginia

Applicant: Loudoun Country Day School, Inc.

Facility: Refinancing of Acquisition and Construction of Elementary School (Pre-K through Grade 8)

1.	Maximum amount of financing sought.	\$	24,000,000
2.	Estimated taxable value of the facility's real property to be constructed in the locality.	\$	N/A
3.	Estimated real property tax per year using present tax rates.	\$	N/A
4.	Estimated personal property tax per year using present tax rates.	\$	N/A
5.	Estimated merchants' capital tax per year using present tax rates.	\$	N/A
6.	(a) Estimated dollar value per year of goods that will be purchased from Virginia companies within the locality.	\$	227,000
	(b) Estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality.	\$	623,000
	(c) Estimated dollar value per year of services that will be purchased from Virginia companies within the locality.	\$	725,000
	(d) Estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality.	\$	748,000
7.	Estimated number of regular employees on year round basis.		73
8.	Average annual salary per employee.	\$	50,188

Chairman, Economic Development Authority of
Loudoun County, Virginia

[Proposed Form of Board of Supervisors Resolution]

**RESOLUTION APPROVING THE ISSUANCE BY THE ECONOMIC
DEVELOPMENT AUTHORITY OF LOUDOUN COUNTY, VIRGINIA OF UP
TO \$24,000,000 REFUNDING REVENUE NOTES FOR THE BENEFIT OF
LOUDOUN COUNTRY DAY SCHOOL, INC.**

WHEREAS, the Economic Development Authority of Loudoun County, Virginia (the "Authority") is authorized to advertise and hold public hearings relative to the issuance of private activity bonds; and

WHEREAS, the Authority has considered the application of Loudoun Country Day School, Inc. (the "Borrower"), a nonprofit corporation which is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), requesting that the Authority issue up to \$24,000,000 of its revenue notes (the "Notes") to assist the Borrower in financing the (a) refunding the Authority's Variable Rate Revenue Bonds (Loudoun Country Day School Issue), Series 2008 (the "Prior Bonds"), the proceeds of which Prior Bonds were used to finance certain of the costs of (i) acquisition, construction and development of a school campus consisting of a lower school building (for students attending grades pre-kindergarten through fifth grade), a middle school building (for students attending sixth through eighth grades), a gymnasium, administrative office, athletic fields, tennis courts, a playground and a renovated barn to support the Borrower's performing arts program, all located on a site of approximately 69.3346 acres bordered by Red Cedar Drive and Evergreen Mill Road in the County of Loudoun, Virginia, (ii) the purchase of equipment and furnishings, together with other property, real and personal, functionally related and subordinate thereto, and (iii) certain other costs associated with the foregoing including, but not limited to, costs of issuance and credit enhancement costs and other eligible expenditures and the funding of reserves; (b) funding swap breakage costs in connection with the Prior Bonds; and (c) funding certain costs of the issuance of the Notes (collectively, the "Refunding Project") and has held a public hearing in connection therewith on July 27, 2017; and

WHEREAS, Section 147(f) of the Code, provides that the applicable elected representatives of the governmental unit having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of private activity bonds is located must approve the issuance of such bonds; and

WHEREAS, the Authority issues its bonds and notes on behalf of the County of Loudoun, Virginia (the "County") and the facilities refinanced by the Refunding Project are located in the County; and

WHEREAS, the Authority, as the issuing governmental unit with respect to the Notes, has no applicable elected representative, the County constitutes the next highest governmental unit with such a representative, and the members of the Board of Supervisors of the County (the "Board") constitute the applicable elected representatives of the County; and

WHEREAS, the Authority has recommended that the Board approve the issuance of the Notes; and

WHEREAS, a copy of the Authority's resolution authorizing the issuance of the Notes, a certificate of the public hearing (including a summary of statements expressed at the hearing) and a fiscal impact statement have been filed with the Board.

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

1. The Board approves the issuance of the Notes by the Authority for the benefit of the Borrower, as required by Section 147(f) of the Code and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code"), to permit the Authority to assist in the financing of the Refunding Project.

2. The approval of the issuance of the Notes does not constitute an endorsement to a prospective purchaser of the Notes of the creditworthiness of the Borrower or the Refunding Project.

3. The Notes shall provide that neither the County nor the Authority shall be obligated to pay the Notes or the interest thereon or other costs incident thereto except from the revenues and monies pledged thereto and that neither the faith and credit nor the taxing power of the County or the Authority is pledged to the payment of the principal of the Notes or the interest thereon or other costs incident thereto.

4. In adopting this resolution, the County, including its elected supervisors, representatives, officers, employees and agents, shall not be liable for, and hereby disclaim all liability for, any damages to any person, direct or consequential, resulting from the Authority's failure to issue the Notes for any reason.

5. This resolution shall take effect immediately upon its adoption.

The undersigned Clerk of the Board of Supervisors of Loudoun County, Virginia, certifies that the foregoing Resolution was adopted by the Board of Supervisors on September 5, 2017.

WITNESS my signature and the seal of the Board of Supervisors of Loudoun County, Virginia, this _____ day of _____, 2017.

Clerk,
Board of Supervisors of
Loudoun County, Virginia

[SEAL]
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Stone Springs VA LLC
Description of Project

Stone Springs is a 128 unit Affordable Housing Development to be located in Stone Springs, VA. The project will be financed utilizing a number of permanent sources, but the construction costs will be supported through tax exempt bonds issued through Loudoun County, VA. This community will consist of (32) 1 bedroom, (84) 2 bedroom, and (12) 3 bedroom units with 100% of the units serving 60% AMI. This will be a joint venture and a public-private partnership:

- Partners on the 'private' side will be Van Metre Stone Springs Apartment Investment LLC (developer);
- Good Works LP – an affordable housing development company run by Kim Hart (developer); and
- Flatiron Partners – seasoned affordable housing development company (developer; tax credit and tax exempt bond financing specialists)
- Loudoun County has been asked to be the 'public' partner through their Housing Trust Fund Loan

Similar projects that have been constructed or are currently under development by the development team are:

- Heronview Apartments, Sterling, VA (currently under development)
 - 9% Low Income Housing Tax Credit Development
 - 96 units: (18) 1 bedroom, (22) 2 bedroom, (12) 3 bedroom
- The Assembly Apartments, Greenville, SC (currently under construction. Opening July 2017)
 - Bond deal with HOME funds financed with a 221(d)4 HUD Insured Mortgage
 - 240 units: (60) 1 bedroom, (120) 2 bedrooms, (60) 3 bedrooms
- The Parker at Cone, Greenville, SC (completed 2014)
 - Bond deal with HOME funds financed with a 221(d)4 HUD Insured Mortgage
 - 160 units: (16) 1 bedroom, (98) 2 bedroom, (46) 3 bedroom

	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026
Average Yearly Occupancy	8%	2%	83%	93%	93%	93%	93%	93%	93%	93%
Potential Gross Rental Income	\$ -	\$ 31,504	\$ 1,764,210	\$ 2,056,565	\$ 2,097,696	\$ 2,139,650	\$ 2,182,443	\$ 2,226,092	\$ 2,270,614	\$ 2,316,026
Potential Gross Other Income	\$ -	\$ 310	\$ 17,360	\$ 20,237	\$ 20,642	\$ 21,054	\$ 21,475	\$ 21,895	\$ 22,343	\$ 22,790
Potential Total Commercial Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Less Vacancy	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Effective Gross Income	\$ -	\$ 31,814	\$ 1,055,781	\$ 1,458,376	\$ 1,486,284	\$ 1,511,499	\$ 1,534,274	\$ 1,557,369	\$ 1,580,507	\$ 1,603,717
Operating Expenses	\$ -	\$ -	\$ 1,675,789	\$ 1,675,789	\$ 1,675,789	\$ 1,675,789	\$ 1,675,789	\$ 1,675,789	\$ 1,675,789	\$ 1,675,789
Replacement Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net Operating Income	\$ -	\$ 31,814	\$ 379,992	\$ 782,587	\$ 810,495	\$ 835,710	\$ 858,485	\$ 881,580	\$ 904,718	\$ 927,928
Total Debt Service	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
After Debt Service Cash Flow	\$ -	\$ 31,814	\$ 379,992	\$ 782,587	\$ 810,495	\$ 835,710	\$ 858,485	\$ 881,580	\$ 904,718	\$ 927,928
Debt Service Coverage Ratio	-	-	1.24	1.21	1.22	1.24	1.26	1.27	1.29	1.31
LIHTC Delivered	-	-	-	-	-	-	-	-	-	-

	2017	2020	2021	2022	2023	2024	2025	2026
Average Yearly Occupancy	93%	93%	93%	93%	93%	93%	93%	93%
Potential Gross Rental Income	\$ 2,302,347	\$ 2,409,593	\$ 2,457,785	\$ 2,506,941	\$ 2,557,080	\$ 2,608,221	\$ 2,660,386	\$ 2,713,594
Potential Gross Other Income	\$ 23,246	\$ 23,711	\$ 24,185	\$ 24,609	\$ 25,162	\$ 25,663	\$ 26,178	\$ 26,702
Potential Total Commercial Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Less Vacancy	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Effective Gross Income	\$ 2,325,593	\$ 2,433,304	\$ 2,481,870	\$ 2,531,550	\$ 2,582,242	\$ 2,633,884	\$ 2,686,564	\$ 2,739,296
Operating Expenses	\$ (830,831)	\$ (855,756)	\$ (881,429)	\$ (907,872)	\$ (935,108)	\$ (963,161)	\$ (992,056)	\$ (1,021,817)
Replacement Reserves	\$ (56,751)	\$ (58,494)	\$ (60,207)	\$ (62,014)	\$ (63,874)	\$ (65,790)	\$ (67,764)	\$ (69,797)
Net Operating Income	\$ 1,337,011	\$ 1,348,754	\$ 1,360,234	\$ 1,384,512	\$ 1,402,503	\$ 1,420,563	\$ 1,438,685	\$ 1,456,861
Total Debt Service	\$ (1,003,123)	\$ (1,003,123)	\$ (1,003,123)	\$ (1,003,123)	\$ (1,003,123)	\$ (1,003,123)	\$ (1,003,123)	\$ (1,003,123)
After Debt Service Cash Flow	\$ 333,888	\$ 345,631	\$ 357,111	\$ 381,389	\$ 399,380	\$ 417,440	\$ 435,562	\$ 453,737
Debt Service Coverage Ratio	1.33	1.34	1.36	1.38	1.40	1.42	1.43	1.45
LIHTC Delivered	-	-	-	-	-	-	-	-

Rent Schedule Summary		Unit Type		Rent Limit		Utility Allowance		Proposed Rent	
# Units	Targeting	1 Bedroom	2 Bedroom	1 Bedroom	2 Bedroom	1 Bedroom	2 Bedroom	1 Bedroom	2 Bedroom
27 Units	60% AMI	1 Bedroom	2 Bedroom	\$ 1,489.00	\$ 1,721.00	\$ 106.00	\$ 134.00	\$ 1,595.00	\$ 1,855.00
79 Units	60% AMI	1 Bedroom	2 Bedroom	\$ 1,489.00	\$ 1,721.00	\$ 106.00	\$ 134.00	\$ 1,595.00	\$ 1,855.00
5 Units	60% AMI	1 Bedroom	2 Bedroom	\$ 1,489.00	\$ 1,721.00	\$ 106.00	\$ 134.00	\$ 1,595.00	\$ 1,855.00
3 Units	60% AMI	1 Bedroom	2 Bedroom	\$ 1,489.00	\$ 1,721.00	\$ 106.00	\$ 134.00	\$ 1,595.00	\$ 1,855.00

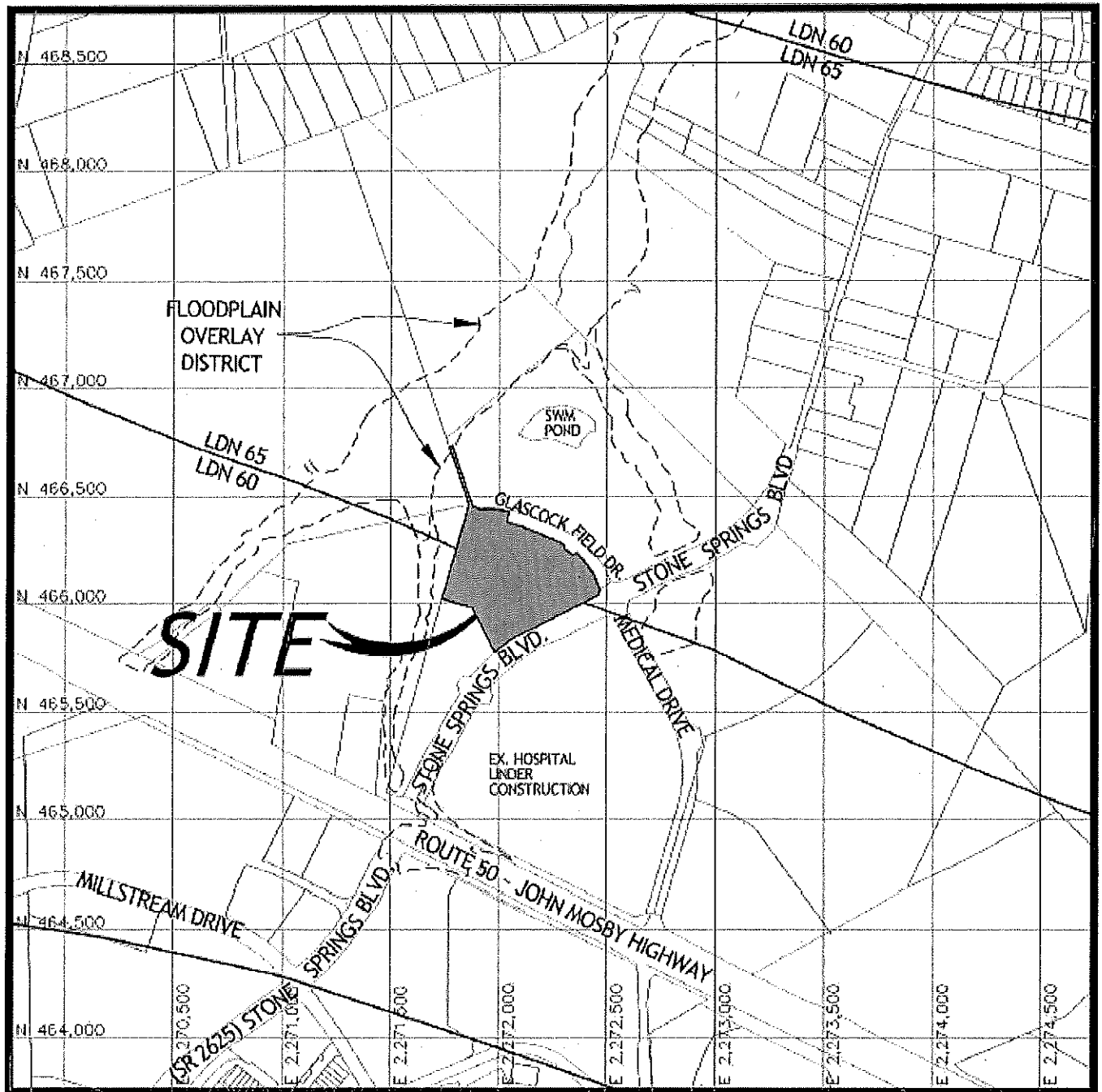
Operating Expense Summary		Per Unit		Total		% of EGI	
Category	Amount	Per Unit	Total	Per Unit	Total	Per Unit	Total
1.0 - Administrative	\$ 322.66	\$ 322.66	\$ 41,300.00	\$ 322.66	\$ 41,300.00	2%	2%
2.0 - Repairs and Maintenance	\$ 827.50	\$ 827.50	\$ 105,920.00	\$ 827.50	\$ 105,920.00	6%	6%
3.0 - Utilities	\$ 446.00	\$ 446.00	\$ 57,080.00	\$ 446.00	\$ 57,080.00	3%	3%
4.0 - Payroll	\$ 1,238.13	\$ 1,238.13	\$ 158,480.00	\$ 1,238.13	\$ 158,480.00	8%	8%
5.0 - Insurance	\$ 450.00	\$ 450.00	\$ 57,080.00	\$ 450.00	\$ 57,080.00	3%	3%
6.0 - Management Fee	\$ 759.67	\$ 759.67	\$ 96,777.72	\$ 759.67	\$ 96,777.72	5%	5%
7.0 - Real Estate Taxes	\$ 1,100.00	\$ 1,100.00	\$ 140,800.00	\$ 1,100.00	\$ 140,800.00	7%	7%
8.0 - Reserve	\$ 350.00	\$ 350.00	\$ 44,800.00	\$ 350.00	\$ 44,800.00	2%	2%
Total	\$ 5,373.95	\$ 5,373.95	\$ 700,565.72	\$ 5,373.95	\$ 700,565.72	37%	37%

Assumptions Summary		Years 1-5		Years 6-10		Years 11-15		Years 16-20	
Category	Value	2.0%	3.0%	2.0%	3.0%	2.0%	3.0%	2.0%	3.0%
Rent Increase at:		2.0%	3.0%	2.0%	3.0%	2.0%	3.0%	2.0%	3.0%
Stabilized Vacancy Rate:		2.0%	3.0%	2.0%	3.0%	2.0%	3.0%	2.0%	3.0%
Operating Expenses Increase at:		2.0%	3.0%	2.0%	3.0%	2.0%	3.0%	2.0%	3.0%
Replacement Reserves Increase at:		2.0%	3.0%	2.0%	3.0%	2.0%	3.0%	2.0%	3.0%

Development Cost Summary		Total Costs		70% Basis		30% Basis	
Category	Amount	70% Basis	30% Basis	70% Basis	30% Basis	70% Basis	30% Basis
1.0 - Pre-lease	\$ 1,538,000.00	\$ 1,076,600.00	\$ 461,400.00	\$ 1,076,600.00	\$ 461,400.00	\$ 1,076,600.00	\$ 461,400.00
2.0 - Construction Contract	\$ 19,555,500.00	\$ 13,688,850.00	\$ 5,866,650.00	\$ 13,688,850.00	\$ 5,866,650.00	\$ 13,688,850.00	\$ 5,866,650.00
3.0 - Construction Costs Outside of Contract	\$ 1,559,000.00	\$ 1,091,300.00	\$ 467,700.00	\$ 1,091,300.00	\$ 467,700.00	\$ 1,091,300.00	\$ 467,700.00
4.0 - Design	\$ 598,000.00	\$ 418,600.00	\$ 179,400.00	\$ 418,600.00	\$ 179,400.00	\$ 418,600.00	\$ 179,400.00
5.0 - Soft Costs	\$ 184,300.00	\$ 129,010.00	\$ 55,290.00	\$ 129,010.00	\$ 55,290.00	\$ 129,010.00	\$ 55,290.00
6.0 - Construction Financing	\$ 918,656.61	\$ 643,059.63	\$ 275,596.98	\$ 643,059.63	\$ 275,596.98	\$ 643,059.63	\$ 275,596.98
7.0 - Permanent Financing	\$ 292,500.00	\$ 204,750.00	\$ 87,750.00	\$ 204,750.00	\$ 87,750.00	\$ 204,750.00	\$ 87,750.00
8.0 - Tax Credit Fees	\$ 6,400.00	\$ 4,480.00	\$ 1,920.00	\$ 4,480.00	\$ 1,920.00	\$ 4,480.00	\$ 1,920.00
9.0 - Reserve	\$ 912,500.00	\$ 638,750.00	\$ 273,750.00	\$ 638,750.00	\$ 273,750.00	\$ 638,750.00	\$ 273,750.00
10.0 - Construction Other Fees	\$ 5,470,000.00	\$ 3,829,000.00	\$ 1,641,000.00	\$ 3,829,000.00	\$ 1,641,000.00	\$ 3,829,000.00	\$ 1,641,000.00
11.0 - Tax Exempt Bond Costs	\$ 460,500.00	\$ 322,350.00	\$ 138,150.00	\$ 322,350.00	\$ 138,150.00	\$ 322,350.00	\$ 138,150.00
12.0 - Contingency	\$ 1,070,508.00	\$ 749,355.60	\$ 321,152.40	\$ 749,355.60	\$ 321,152.40	\$ 749,355.60	\$ 321,152.40
Total Development Cost	\$ 32,505,764.61	\$ 22,755,500.00	\$ 9,750,264.61	\$ 22,755,500.00	\$ 9,750,264.61	\$ 22,755,500.00	\$ 9,750,264.61

Development Financing Summary		Total Costs		Per Unit		Per Hard SOFT	
Category	Amount	Per Unit	Total	Per Unit	Total	Per Unit	Total
13.0 - LIHTC Equity	\$ 8,895,700.00	\$ 8,895,700.00	\$ 23,000.00	\$ 8,895,700.00	\$ 23,000.00	\$ 8,895,700.00	\$ 23,000.00
14.01 - Permanent Loan 1st Mortgage	\$ 19,000,000.00	\$ 19,000,000.00	\$ 110,000.00	\$ 19,000,000.00	\$ 110,000.00	\$ 19,000,000.00	\$ 110,000.00
14.02 - Permanent Loan 2nd Mortgage	\$ 3,000,000.00	\$ 3,000,000.00	\$ 104.27	\$ 3,000,000.00	\$ 104.27	\$ 3,000,000.00	\$ 104.27
14.03 - Permanent Loan 3rd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.04 - Permanent Loan 4th Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.01 - Return of HUD Capital Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.02 - Return of HUD Working Capital Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.03 - Return of Other Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
16.01 - Deferred Developer Fee	\$ 1,612,084.61	\$ 1,612,084.61	\$ 1,000.00	\$ 1,612,084.61	\$ 1,000.00	\$ 1,612,084.61	\$ 1,000.00
16.02 - Deferred Developer Fee	\$ 32,505,764.61	\$ 32,505,764.61	\$ 1,000.00	\$ 32,505,764.61	\$ 1,000.00	\$ 32,505,764.61	\$ 1,000.00
Total Development Financing	\$ 32,505,764.61	\$ 32,505,764.61	\$ 1,000.00	\$ 32,505,764.61	\$ 1,000.00	\$ 32,505,764.61	\$ 1,000.00

Construction Contract Summary		Total Costs		Per Unit		Per Hard SOFT	
Category	Amount	Per Unit	Total	Per Unit	Total	Per Unit	Total
2.01 - Office Improvements	\$ 2,544,000.00	\$ 2,544,000.00	\$ 21,800.00	\$ 2,544,000.00	\$ 21,800.00	\$ 2,544,000.00	\$ 21,800.00
2.02 - Office Improvements	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.03 - New Building Hard Costs	\$ 14,080,000.00	\$ 14,080,000.00	\$ 104.27	\$ 14,080,000.00	\$ 104.27	\$ 14,080,000.00	\$ 104.27
2.04 - Rehabilitation Hard Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.05 - Contractor General Requirements	\$ 1,021,440.00	\$ 1,021,440.00	\$ 7.56	\$ 1,021,440.00	\$ 7.56	\$ 1,021,440.00	\$ 7.56
2.06 - Contractor Overhead	\$ 340,480.00	\$ 340,480.00	\$ 2.52	\$ 340,480.00	\$ 2.52	\$ 340,480.00	\$ 2.52
2.07 - Contractor Profit	\$ 1,021,440.00	\$ 1,021,440.00	\$ 7.56	\$ 1,021,440.00	\$ 7.56	\$ 1,021,440.00	\$ 7.56
2.08 - Contractor Insurance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.09 - Contractor Bonding	\$ 126,000.00	\$ 126,000.00	\$ 0.95	\$ 126,000.00	\$ 0.95	\$ 126,000.00	\$ 0.95
2.10 - Other Construction Contract (Provide in Budget Detail)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.11 - Construction Contract	\$ 15,555,500.00	\$ 15,555,500.00	\$ 144.57	\$ 15,555,500.00	\$ 144.57	\$ 15,555,500.00	\$ 144.57







As of June 6, 2017

Flatiron Partners LLC
1714 East Blvd.
Charlotte, NC 28203

\$17,000,000¹
Economic Development Authority of Loudoun County, Virginia
Multifamily Housing Revenue Bonds
(Stone Springs Apartments)
Series 2017

All:

Please allow this letter (the “Letter”) to serve as our interest in serving as Underwriter on the above referenced bond issue (the “Bonds”). It is our understanding that Stone Springs GP, LLC or any of its affiliates or subsidiaries (collectively with any entity formed or used for the purposes set forth herein, the “Borrower”) is pursuing the acquisition, construction and equipping of a multifamily rental housing community known as Stone Springs Apartments (the “Project”).

Stifel, Nicolaus & Company, Incorporated (“Stifel”) has reviewed the preliminary information on the Project provided by the Borrower and is delivering this commitment (the “Commitment”) for the bond financing of approximately \$17,000,000¹ in par amount.

1. The Bonds will be issued as fully registered bonds in denominations of \$5,000 and integral multiples of \$5,000 in excess thereof.
2. The Bonds will bear interest at the interest rate determined at the time of pricing, which is projected to be 1.40% for a 24-month rate².
3. Interest on the Bonds will be paid on a semiannual basis.
4. The Bond term will be for 36 months with an initial mandatory tender date of 24 months.
5. The Bonds will be secured at all times by cash, without need for reinvestment, to pay all of the interest on the Bonds when due and to pay the principal of the Bonds at maturity or upon redemption.
6. Interest on the Bonds shall be computed on the basis of a 360-day year of 12 months of 30 days each.
7. The Bonds will be special limited obligations of Economic Development Authority (the “Issuer”), payable solely from the revenues and other money assigned by the Indenture to secure their payment.

¹ Preliminary. Subject to change based on current market conditions

² Reflects market conditions as of June 6, 2017

8. The Bonds will be subject to optional redemption, in whole but not in part, by the Issuer at the written direction of the Borrower on any date 18 months after the closing of the Bonds at a redemption price of 100% of the principal amount of the Bonds plus accrued interest.

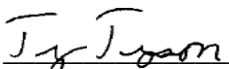
This Commitment will be conditioned on the following:

- (a) Receipt of the Low Income Housing Tax Credit allocation from Virginia Department of Housing and Community Development in an amount not less than the amount represented in the application;
- (b) Obtaining Section 221(d)(4) guarantees from FHA/HUD;
- (c) Approval of final forms of documents, instruments, certificates and other material by the Borrower and its counsel;
- (d) Receipt of satisfactory legal opinions from Bond Counsel;
- (e) Review and approval of all relevant environmental reports;
- (f) Review and approval of the market study; and
- (g) No material adverse changes to the financial condition of the Borrower or its key principals or the projected economics of the Project.

If you have any questions, please call me at (334) 834-5100. Thank you.

Sincerely,

STIFEL, NICOLAUS & COMPANY, INCORPORATED

By: 
Name: Ty Tyson
Title: Director

McGUIREWOODS

June 29, 2017

Economic Development Authority of
Loudoun County, Virginia
Ashburn, Virginia

**Economic Development Authority of Loudoun County, Virginia
Up to \$17,000,000 Multifamily Housing Revenue Bonds
(Stone Springs Apartments)**

Ladies and Gentlemen:

We are serving as Bond Counsel in connection with the issuance by the Economic Development Authority of Loudoun County, Virginia (the "Authority") of its \$17,000,000 Multifamily Housing Revenue Bonds (Stone Springs Apartments) (the "Bonds") to finance a portion of the costs of acquiring, constructing and equipping an approximately 128 unit multifamily residential rental housing project in Loudoun County, Virginia (collectively, the "Project"). It is our opinion that the Project qualifies for tax-exempt financing through the Authority pursuant to Section 142(d) of the Internal Revenue Code of 1986, as amended, and Section 15.2-4902 of the Code of Virginia of 1950, as amended, among other federal and Virginia statutory provisions.

Very truly yours,

A handwritten signature in black ink that reads "McGuireWoods LLP". The signature is written in a cursive, flowing style.

Agreement for Payment of Expenses

THIS AGREEMENT, entered into this 7th day of June, 2017, between Stone Springs VA LLC, party of the first part (the "Applicant"), and the LOUDOUN COUNTY ECONOMIC DEVELOPMENT AUTHORITY, party of the second part (the "Authority");

WITNESSETH:

WHEREAS, It is the intention of the Applicant to utilize the capacity of the Authority to obtain industrial revenue financing of a type prescribed by the Industrial Development and Revenue Bond Act of Virginia, Chapter 49 of Title 15.2 of the Code of Virginia of 1950, as amended, (the "Act"), for the purpose of locating or expanding a project in Loudoun County, Virginia; and

WHEREAS, the Authority is now actively, or will be shortly, assisting the Applicant in its efforts to locate or expand a physical project known as Stone Springs Apartments in the county; and

WHEREAS, the Authority, by doing so, is, and/or will be, incurring legal and other overhead and out-of-pocket expenses; and

WHEREAS, while it is contemplated that the cost of such expense will be borne by the Applicant out of the proceeds of a loan or sale of a bond or note, as authorized under said Act, and;

WHEREAS, there can be no guarantee at this time that said financing will in fact be obtained and consequently no guarantee that if said financing is not obtained the Authority will recoup its said legal and other out-of-pocket and overhead expenses, and;

FURTHER, WHEREAS, the Authority has adopted a Fee Schedule detailing the application, initial administrative, and annual administrative fees applicable to various of the Authority's financing activities;

NOW, THEREFORE, for and in consideration of the mutual promises herein contained and contemplated, the parties hereby agree that:

1. In connection with the issuance of bond(s) or note(s) by the Authority for the benefit of said project in Loudoun County, the Applicant shall pay to the Authority the full amount of all expenses incurred by the Authority, in connection with the issuance of the contemplated

Agreement for Payment of Expenses

financing, such as, without limitation, legal, clerical, copying, mileage, postage, recording fees, and telephone expenses; including all such expenses incurred in connection with the project prior to the date of this Agreement.

2. In the event that for any reason, not the result of willful misdoing or gross negligence by the Authority, the Authority is not able, and does not obtain tax exempt revenue bond financing of a type prescribed by the Industrial Development and Revenue Bond Act of Virginia Chapter 49 of Title 15.2 of the Code of Virginia of 1950, as amended, for the purpose of establishing within Loudoun County said project of the Applicant, the Applicant shall nevertheless pay to the Authority the full amount of all expenses incurred by the Authority, such as, without limitation, legal, clerical, copying, mileage, postage, recording, telephone and overhead expenses, including all those said expenses incurred prior to the date of this Agreement;

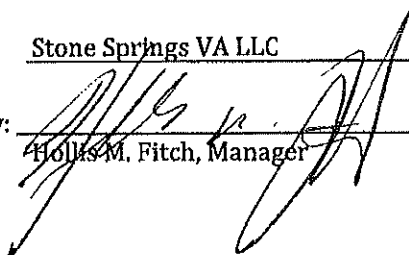
FURTHER, the Applicant hereby agrees to pay the application fee, initial administrative fee and the annual administrative fees applicable to the Applicant's financing in accordance with the Fee Schedule duly adopted by the Authority, and attached hereto, in effect as of the date of this Agreement.

(signature page follows)



Agreement for Payment of Expenses

WITNESS the following signature and seals:

Stone Springs VA LLC
By:  _____
Hollis M. Fitch, Manager [Title]

ATTEST: _____

[Title]

(SEAL)

LOUDOUN COUNTY ECONOMIC DEVELOPMENT AUTHORITY

By: _____

[Title]



Agreement for Payment of Expenses

ATTEST: _____

[Title]

(SEAL)

1246

Flatiron Partners, LLC

1714 East Boulevard
Charlotte, NC 28203
704.335.9112

BB&T
BRANCH BANKING AND TRUST COMPANY
NORTH CAROLINA
66-112/531

6/12/2017

AY TO THE
ORDER OF Loudoun County Economic Development

\$**2,500.00

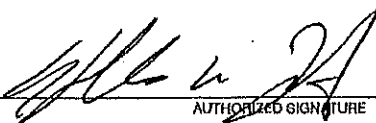
Two Thousand Five Hundred and 00/100*****

DOLLARS

Security features. Details on back.



Loudoun County Economic Development
c/o Michael Graff
1750 Tysons Boulevard
Tysons, VA 22102-4215


AUTHORIZED SIGNATURE

IEMO

Stone Springs Application Fee

⑈00001246⑈ ⑆053101121⑆0005207507816⑈

**NOTICE OF PUBLIC HEARING BEFORE THE
ECONOMIC DEVELOPMENT AUTHORITY OF LOUDOUN COUNTY,
VIRGINIA ON PROPOSED PRIVATE ACTIVITY BOND FINANCING FOR
STONE SPRINGS VA LLC**

Notice is hereby given that the Economic Development Authority of Loudoun County, Virginia (the "Authority") will hold a public hearing on the request of Stone Springs VA LLC, a Virginia limited liability company (the "Borrower"), whose address is 1714 East Boulevard, Charlotte, North Carolina 28203, for the issuance by the Authority of up to \$17,000,000 of its revenue bonds to finance or refinance a portion of the cost of acquiring, constructing and equipping a multifamily residential rental housing project to consist of two four-story residential buildings containing approximately 128 units representing approximately 130,469 net rentable square feet and one single story clubhouse building, to be known as Stone Springs Apartments (the "Project"), located at 42225 Glascok Field Drive, Dulles, Virginia 20166, in the County of Loudoun, Virginia. The Project will meet the requirements of a qualified residential rental project within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended. The Project will be owned by the Borrower or an entity affiliated with and controlled by or under common ownership with the Borrower. The public hearing, which may be continued or adjourned, will be held at 3:00 p.m. on July 27, 2017 before the Authority at the Authority's offices located at 43777 Central Station Drive, Suite 300, Ashburn, Virginia.

The issuance of revenue bonds as requested by the Borrower will not constitute a debt or pledge of the faith and credit of the Commonwealth of Virginia or the County of Loudoun, Virginia, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia or any political subdivision thereof will be pledged to the payment of such bonds.

The public hearing, which may be continued or adjourned, will be held at 3:00 o'clock p.m. on July 27, 2017, before the Authority, in the offices of the Loudoun County Department of Economic Development, 43777 Central Station Drive, Suite 300, Ashburn, Virginia. Any person interested in the issuance of the bonds or the proposed financing may appear at the hearing and present his or her views. A copy of the Borrower's application is on file and is open for inspection at the Authority's office at the offices of the Loudoun County Department of Economic Development, 43777 Central Station Drive, Suite 300, Ashburn, Virginia during business hours.

ECONOMIC DEVELOPMENT AUTHORITY OF LOUDOUN COUNTY, VIRGINIA

Advertised: July 13th and 20th, 2017

**RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF
LOUDOUN COUNTY, VIRGINIA AUTHORIZING THE ISSUANCE OF UP TO
\$17,000,000 MULTIFAMILY HOUSING REVENUE BONDS FOR THE
ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE
APPROXIMATELY 128 UNIT STONE SPRINGS APARTMENTS
MULTIFAMILY HOUSING FACILITY LOCATED IN THE COUNTY OF
LOUDOUN, VIRGINIA**

WHEREAS, there have been described to the Economic Development Authority of Loudoun County, Virginia (the “Authority”) the plans to acquire, construct and equip a multifamily residential housing project consisting of two four-story buildings containing approximately 128 units representing approximately 130,469 net rentable square feet and one single story clubhouse building, to be known as Stone Springs Apartments (the “Project”), located at 42225 Glascock Field Drive, Dulles, Virginia 20166, in the County of Loudoun, Virginia (the “County”) by Stone Springs VA LLC, a Virginia limited liability company, or an affiliated entity (the “Borrower”); and

WHEREAS, the Project shall be established and maintained as a “qualified residential rental project” within the meaning of Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Authority is empowered, pursuant to the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2 (the “Act”) of the Code of Virginia of 1950, as amended (the “Virginia Code”), to issue its bonds for the purpose, among others, of financing the acquisition, construction and equipping of multifamily residential rental apartment projects such as the Project, located within the territorial boundaries of the County; and

WHEREAS, the Borrower has requested the Authority to agree to issue its multifamily residential rental housing revenue bonds under the Act in an amount not to exceed \$17,000,000 (the “Bonds”), the proceeds of which will be used to finance costs to be incurred in acquiring, constructing and equipping the Project as permitted under the Act; and

WHEREAS, a public hearing (the “Public Hearing”) has been held on July 27, 2017 with respect to the Project and the Bonds in accordance with Section 147(f) of the Code and Section 15.2-4906 of the Virginia Code; and

WHEREAS, the Bonds will be issued pursuant to an Indenture of Trust, to be dated as of the first day of the month in which it is executed and delivered (the “Indenture”), by and between the Authority and a trustee to be named therein; and

WHEREAS, the basic agreements with respect to the Bonds listed below (the “Bond Documents”) have been prepared or reviewed by bond counsel to the Authority and presented to the Authority for its approval:

- (a) the Indenture (including the form of the Bonds attached thereto); and

- (b) the Loan Agreement, to be dated as of the first day of the month in which it is executed and delivered, between the Authority and the Borrower (including the form of the promissory note and endorsement attached thereto);
- (c) the Bond Purchase Agreement, to be dated the date of its execution and delivery, by and among the Authority, the Borrower and Stifel, Nicholas & Company, Incorporated or its designee (the “Underwriter”); and
- (d) the Preliminary Official Statement (the “POS”), to be dated the date of its delivery, describing the offering of the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE ECONOMIC DEVELOPMENT AUTHORITY OF LOUDON COUNTY, VIRGINIA THAT:

1. The foregoing recitals are approved by the Authority and are incorporated in, and deemed a part of, this resolution.

2. It is hereby found and determined that the acquisition, construction and equipping of the Project for the Borrower will further the public purposes of the Act by assisting in providing housing to low and moderate income persons in the County.

3. It is hereby found and determined that the Project will constitute “facilities used primarily for multi-family residences” as defined in the Act.

4. To induce the Borrower to acquire, construct and equip the Project and maintain the Project as a “qualified residential rental project” within the meaning of Section 142(d) of the Code, the Authority hereby agrees, subject to approvals required by applicable law, to assist the Borrower in financing the acquisition, construction and equipping of the Project, including the financing of reserve funds as permitted by applicable law, by undertaking the issuance of (and hereby declares its official intent to issue) the Bonds upon the terms and conditions set forth in this resolution and in the Bond Documents. The Bonds shall be substantially in the form attached as an exhibit to the Indenture.

5. It having been represented to the Authority that it is necessary to proceed with the acquisition, construction and equipping of the Project, the Authority hereby agrees that the Borrower may proceed with the plans for the Project, enter into contracts related to the acquisition, construction and equipping of the Project and take such other steps as it may deem appropriate in connection therewith, provided that nothing herein shall be deemed to authorize the Borrower to obligate the Authority without its consent in each instance to the payment of any moneys or the performance of any acts in connection with the Project or any portion thereof. The Authority agrees that the Borrower may be reimbursed from the proceeds of the Bonds for all expenditures and costs so incurred by it, provided such expenditures and costs are properly reimbursable under the Act and applicable federal laws.

6. The Chairman, Vice Chairman and any other officer of the Authority, any of whom may act (the "Authorized Official"), are hereby authorized and directed to execute the Bonds, which shall bear interest at the rates (which may be variable or fixed), shall mature on such dates and shall be subject to redemption at such times as are established by the Underwriter and as are set forth in the Indenture and the Bond Purchase Agreement. The Authorized Official is hereby authorized to approve the final terms of the Bonds; provided that the interest rate borne by the Bonds shall not exceed the rate of 5% per annum, the final maturity of the Bonds shall not be later than five years after the date of the initial issuance of the Bonds, and the principal amount of the Bonds shall not exceed \$17,000,000. Such approvals shall be evidenced conclusively by the execution and delivery of the Bonds.

7. The Authority approves and consents to the distribution by the Underwriter of the POS. The Authorized Official is hereby authorized to deem the POS, as approved by the Borrower, final for purposes of Rule 15c2-12 of the Securities and Exchange Commission, except for information the omission of which is permitted by Rule 15c2-12. The Authority authorizes the Authorized Official to execute and deliver to the Underwriter for distribution a final Official Statement (the "OS") reflecting the final terms of the Bonds, with such completions, omissions, insertions and changes as shall be approved by the Authorized Official, and such Authorized Official's execution shall constitute conclusive evidence of the approval of any such completions, omissions, insertions and changes. Execution of the final OS shall constitute conclusive evidence that the OS has been deemed final within the meaning of Rule 15c2-12.

8. The Bonds and each of the Bond Documents shall be in substantially the same forms as submitted to this meeting, which are hereby approved, with such completions, omissions, insertions and changes (including, without limitation, changes of the dates thereof) as may be approved by the Authorized Official executing them, his or her execution to constitute conclusive evidence of the approval of any such completions, omissions, insertions and changes. The execution, delivery and performance by the Authority of the Bond Documents are hereby authorized and directed.

9. The Authorized Official is hereby authorized and directed to execute on behalf of the Authority, and to deliver the Bonds, the Bond Documents and such other agreements, certificates, documents and instruments as are authorized hereby or contemplated by the Bond Documents, and, if required, the Secretary or any other officer of the Authority is authorized and directed to affix the seal of the Authority to the Bonds, the Bond Documents and such other agreements, certificates, documents and instruments and to attest such seal. The signatures of the Authorized Official, the Secretary (or such other officer) and the seal of the Authority on the Bonds may be by facsimile.

10. The Authorized Official is hereby authorized and directed to execute and deliver on behalf of the Authority such other agreements, certificates, documents and instruments and to do and perform such other things and acts, as shall be necessary or appropriate to carry out the transactions authorized by this resolution or contemplated by

the Bonds, the Bond Documents or such other agreements, certificates, documents and instruments. All of the foregoing previously done or performed on behalf of the Authority are in all respects hereby approved, ratified and confirmed.

11. Any authorization herein to execute a document shall include authorization to change the date of such document, record such document where appropriate and to deliver it to the other parties thereto.

12. 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 and the undertaking of the Project are hereby approved and confirmed.

13. The Authority hereby designates McGuireWoods LLP, Tysons, Virginia, to serve as bond counsel and hereby appoints such firm to supervise the proceedings and approve the issuance of the Bonds.

14. The Borrower has agreed in the Loan Agreement to indemnify and save harmless the Authority, its officers, directors, employees and agents from and against all liabilities, obligations, claims, damages, penalties, losses, costs and expenses in any way connected with the issuance and sale of the Bonds.

15. All costs and expenses in connection with the financing and the acquisition, construction and equipping of the Project, including the fees and expenses of the Authority (including, without limitation, any application fee and origination fee or annual fee, as applicable), bond counsel, counsel for the Authority, the Underwriter and Underwriter's counsel shall be paid from the proceeds of the Bonds (but only to the extent permitted by applicable law) or from moneys provided by the Borrower. If for any reason the Bonds are not issued, it is understood that all such expenses shall be paid by the Borrower and that the Authority shall have no responsibility therefor.

16. In adopting this resolution the Authority intends to evidence its "official intent" to reimburse the Project expenditures with proceeds from the issuance of the Bonds within the meaning of Treasury Regulations Section 1.150-2.

17. The Bonds shall be limited obligations of the Authority and shall be payable solely out of revenues, receipts and payments specifically pledged therefor. Neither the directors, officers, agents or employees of the Authority, past, present and future, nor any person executing the Bonds, shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be deemed to constitute a general obligation debt or a pledge of the faith and credit of the Commonwealth of Virginia or any political subdivision thereof, including the Authority or the County (and the Bonds shall so state on their face), and neither the Commonwealth of Virginia nor any such political subdivision thereof shall be personally liable thereon, nor in any event shall the Bonds be payable out of any funds or properties other than the special funds and sources provided therefor. Neither the faith and credit nor the taxing power of the Commonwealth of Virginia, or any political subdivision thereof, shall be pledged to the payment of the principal of the Bonds

or the interest thereon or other costs incident thereto. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

18. The Authority (including its officers, directors, employees and agents) shall not be liable and hereby disclaims all liability to the Borrower and all other persons or entities for any damages, direct or consequential, resulting from the issuance of the Bonds or failure of the Authority to issue the Bonds for any reason. Any obligation of the Authority to exercise its powers in the County to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority shall not be liable and hereby disclaims all liability to the Borrower for any damages, direct or consequential, resulting from the Authority's failure to issue Bonds for the Project for any reason, including but not limited to, the failure of the Board of Supervisors of the County (the "Board of Supervisors") to approve the issuance of the Bonds.

19. The Authority recommends that the Board of Supervisors approve the issuance of the Bonds.

20. The Authorized Official, or its designee, is hereby authorized to request an allocation or allocations of the State Ceiling (as defined in Section 15.2-5000 of the Virginia Code) in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder. All costs incurred by the Authority, if any, in connection with such proceeding shall be paid for by the Borrower.

21. No Bonds may be issued pursuant to this resolution until such time as (a) the issuance of the Bonds has been approved by the Board of Supervisors and (b) the Bonds have received an allocation or allocations of the State Ceiling in accordance with the applicable provisions of the Virginia Code and any regulations or executive orders issued thereunder.

22. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds or the creditworthiness of the Project of the Borrower.

23. This resolution shall take effect immediately upon its adoption.

Adopted: July 27, 2017

CERTIFICATE

The undersigned Secretary of the Economic Development Authority of Loudoun County, Virginia (the "Authority") certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the Directors of the Authority present and voting at a meeting duly called and held on July 27, 2017, in accordance with law, and that such resolution has not been repealed, revoked, rescinded or amended but is in full force and effect on this date.

WITNESS the following signature and seal of the Authority, this 27th day of July, 2017.

Secretary, Economic Development Authority of
Loudoun County, Virginia

[SEAL]

July 27, 2017

Board of Supervisors of
Loudoun County
Leesburg, Virginia

**Economic Development Authority of Loudoun County, Virginia
Proposed Financing for Stone Springs Apartments**

Stone Springs VA LLC, a Virginia limited liability company (the “Borrower”), has requested that the Economic Development Authority of Loudoun County, Virginia (the “Authority”), issue up to \$17,000,000 of its revenue bonds (the “Bonds”) to assist the Borrower in financing the acquisition, construction and equipping of an approximately 128 unit multifamily residential rental housing project to be known as Stone Springs Apartments (the “Project”) located at 42225 Glascock Field Drive, Dulles, Virginia 20166, within the County of Loudoun, Virginia.

As set forth in the resolution of the Authority attached as Exhibit C to the certificate described below (the “EDA Resolution”), the Authority has agreed to issue the Bonds as requested. The Authority has conducted a public hearing (the “Public Hearing”) on the proposed financing of the Project and has recommended that you approve the issuance of the Bonds as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the “Virginia Code”).

Attached hereto is (1) a certificate evidencing the conduct of the Public Hearing and adoption of the EDA Resolution, (2) the fiscal impact statement required pursuant to Virginia Code Section 15.2-4907, (3) a summary of the comments expressed at the Public Hearing and (4) the form of resolution suggested by counsel to evidence your approval.

Secretary, Economic Development Authority of
Loudoun County, Virginia

CERTIFICATE

The undersigned Secretary of the Economic Development Authority of Loudoun County, Virginia (the "Authority") certifies as follows:

1. A meeting of the Authority was duly called and held at 3:00 p.m. on July 27, 2017 before the Authority in the offices of the Loudoun County Department of Economic Development, 43777 Central Station Drive, Suite 300, Ashburn, Virginia, pursuant to proper notice given to each Director of the Authority before such meeting. The meeting was open to the public. The time of the meeting and the place at which the meeting was held provided a reasonable opportunity for persons of differing views to appear and be heard.

2. The Chairman announced the commencement of a public hearing on the application of Stone Springs VA LLC and that a notice of the hearing was published once a week for two successive weeks in a newspaper having general circulation in the County of Loudoun, Virginia (the "Notice"), with the second publication appearing not less than seven days nor more than twenty-one days prior to the hearing date. A copy of the Notice has been filed with the records of the Authority and is attached as Exhibit A.

3. A summary of the statements made at the public hearing is attached as Exhibit B.

4. Attached as Exhibit C is a true, correct and complete copy of a resolution ("Resolution") adopted at such meeting of the Authority by a majority of the Directors present at such meeting. The Resolution constitutes all formal action taken by the Authority at such meeting relating to matters referred to in the Resolution. The Resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on this date.

WITNESS my hand and the seal of the Authority, this 27th day of July, 2017.

Secretary, Economic Development Authority of
Loudoun County, Virginia

[SEAL]

Exhibits:

A - Copy of Certified Notice

B - Summary of Statements

C - Resolution

EXHIBIT A

NOTICE OF PUBLIC HEARING

[See Attached]

EXHIBIT B

SUMMARY OF STATEMENTS

Representatives of Stone Springs VA LLC and McGuireWoods LLP, bond counsel, appeared before the Authority to explain the proposed plan of financing. No one appeared in opposition to the proposed bond issue.

EXHIBIT C

RESOLUTION

[See Attached]

FISCAL IMPACT STATEMENT
FOR PROPOSED BOND FINANCING

Date: July 27, 2017

To the Board of Supervisors
of Loudoun County, Virginia

Applicant: Stone Springs VA LLC

Facility: Multi-Family Housing Facility known as Stone Springs Apartments

1.	Maximum amount of financing sought.	\$	17,000,000
2.	Estimated taxable value of the facility's real property to be constructed in the locality.	\$	19,544,000
3.	Estimated real property tax per year using present tax rates.	\$	61,470
4.	Estimated personal property tax per year using present tax rates.	\$	N/A
5.	Estimated merchants' capital tax per year using present tax rates.	\$	N/A
6.	(a) Estimated dollar value per year of goods that will be purchased from Virginia companies within the locality.	\$	7,040,000*
	(b) Estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality.	\$	7,040,000*
	(c) Estimated dollar value per year of services that will be purchased from Virginia companies within the locality.	\$	128,128
	(d) Estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality.	\$	15,000
7.	Estimated number of regular employees on year round basis.		3
8.	Average annual salary per employee.	\$	45,000

Chairman, Economic Development Authority of
Loudoun County, Virginia

*During construction

The information contained in this Statement is based solely on facts and estimates provided by the Applicant, and the Authority has made no independent investigation with respect thereto.

[Proposed Form of Board of Supervisors Resolution]

**RESOLUTION APPROVING THE ISSUANCE BY THE
ECONOMIC DEVELOPMENT AUTHORITY OF LOUDOUN COUNTY,
VIRGINIA OF ITS MULTIFAMILY HOUSING REVENUE BONDS FOR THE
ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE
APPROXIMATELY 128 UNIT STONE SPRINGS APARTMENTS HOUSING
FACILITY LOCATED IN THE COUNTY OF LOUDOUN, VIRGINIA**

WHEREAS, the Economic Development Authority of Loudoun County, Virginia (the “Authority”) is authorized to advertise and hold public hearings relative to the issuance of private activity bonds; and

WHEREAS, the Authority has considered the application of Stone Springs VA LLC, a Virginia limited liability company (the “Borrower”), requesting that the Authority issue up to \$17,000,000 of its revenue bonds (the “Bonds”) to assist the Borrower in financing the acquisition, construction and equipping of an approximately 128 unit multifamily residential rental housing project to be known as Stone Springs Apartments (the “Project”) and has held a public hearing in connection therewith on July 27, 2017; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), provides that the applicable elected representatives of the governmental unit having jurisdiction over the issuer of private activity bonds and over the area in which any facility financed with the proceeds of private activity bonds is located must approve the issuance of such bonds; and

WHEREAS, the Authority issues its bonds on behalf of the County of Loudoun, Virginia (the “County”) and the Project is located in the County; and

WHEREAS, the Authority, as the issuing governmental unit with respect to the Bonds, has no applicable elected representative, the County constitutes the next highest governmental unit with such a representative, and the members of the Board of Supervisors of the County (the “Board”) constitute the applicable elected representatives of the County; and

WHEREAS, the Authority has recommended that the Board approve the issuance of the Bonds; and

WHEREAS, a copy of the Authority’s resolution authorizing the issuance of the Bonds, a certificate of the public hearing (including a summary of statements expressed at the hearing) and a fiscal impact statement have been filed with the Board.

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

1. The Board approves the issuance of the Bonds by the Authority for the benefit of the Borrower, as required by Section 147(f) of the Code and Section 15.2-4906

of the Code of Virginia of 1950, as amended (the “Virginia Code”), to permit the Authority to assist in the financing of the Project.

2. The approval of the issuance of the Bonds does not constitute an endorsement to a prospective purchaser of the Bonds of the creditworthiness of the Project or the Borrower.

3. The Bonds shall provide that neither the County nor the Authority shall be obligated to pay the Bonds or the interest thereon or other costs incident thereto except from the revenues and monies pledged thereto and that neither the faith and credit nor the taxing power of the County or the Authority is pledged to the payment of the principal of the Bonds or the interest thereon or other costs incident thereto.

4. In adopting this resolution, the County, including its elected supervisors, representatives, officers, employees and agents, shall not be liable for, and hereby disclaim all liability for, any damages to any person, direct or consequential, resulting from the Authority’s failure to issue the Bonds for any reason.

5. This resolution shall take effect immediately upon its adoption.

The undersigned Clerk of the Board of Supervisors of Loudoun County, Virginia, certifies that the foregoing Resolution was adopted by the Board of Supervisors on September 5, 2017.

WITNESS my signature and the seal of the Board of Supervisors of Loudoun County, Virginia, this _____ day of _____, 2017.

Clerk,
Board of Supervisors of
Loudoun County, Virginia

[SEAL]