

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE, AND AWARD OF AN UP TO \$1,156,000.00 WATER SYSTEM IMPROVEMENT GENERAL OBLIGATION BOND, SERIES 2023B AND PROVIDING FOR THE FORM, DETAILS AND PAYMENT THEREOF

WHEREAS, the Town of Appomattox, Virginia (the “Town”), is a public body politic and corporate of the Commonwealth of Virginia duly created under charter by Order of the Circuit Court of Appomattox County, Virginia, dated June 2, 1925; and

WHEREAS, the Town has determined to replace certain of its water lines on Church Street in the Town and to finance such in part through the issuance of its general obligation bonds (the “Project”);

WHEREAS, by Resolution, dated October 26, 2021, (the “2021 Resolution”) the Town Council authorized to be issued the Town’s up to \$500,000 Water System Improvement General Obligation Bond, Series 2021 (“Series 2021 Bond”) to finance the Project;

WHEREAS according to the 2021 Resolution the Town Council hereby changes the series designation on the Series 2021 Bond to the “Town of Appomattox \$500,000 Water System Improvement General Obligation Bond, Series 2023A” (the “Series 2023A Bond”);

WHEREAS, the United States of America acting through the Rural Utilities Service (the “Government”), has offered to purchase the Town’s up to \$1,156,000.00 Water System Improvement General Obligation Bond, Series 2023B Bond, bearing interest at the rate and on the terms and conditions otherwise described in Section 2.2 below, to purchase the Series 2023A Bond, to further provide a Rural Development Grant not to exceed \$1,125,000 (the “RUS Grant”), which together with a Community Development Block Grant of \$650,000 (the “CDBG Grant”) (together the “Grants”) on the terms described in a Letter of Conditions, dated May 20, 2021, as amended by a Letter of Conditions, dated June 20, 2023, attached hereto as Exhibit A (the “Letter of Conditions”) will result in a total project financing of \$3,431,000.00; and

WHEREAS, the Town has determined to satisfy the terms of the Letter of Conditions and award the bonds to the Government, and to accept the Grants;

NOW, THEREFORE, BE IT RESOLVED BY TOWN COUNCIL OF THE TOWN OF APPOMATTOX, VIRGINIA:

**ARTICLE 1
AUTHORIZATION OF PROJECT**

Section 1.1 The Project: In order to improve the Town’s water lines on Church Street serving the citizens of the Town, the Project has been duly authorized by Loan Resolutions (RUS Bulletin 1780-27) of the Town Council, dated April 12, 2021 and July 10, 2023 copies of which are attached hereto as Exhibit B and which are hereby ratified, confirmed and approved. The

Town hereby ratifies confirms and approves the RUS Grant Agreement (RUS Bulletin 1780-12), a copy of which are on file with the Town, and the CDBG Grant.

ARTICLE 2
AUTHORIZATION, FORM, EXECUTION, DELIVERY,
REGISTRATION AND PREPAYMENT OF BOND

Section 2.1 Authorization of Bond; Acceptance of Grants: There is hereby authorized to be issued the general obligation bond of the Town in the principal amount of up to \$1,156,000.00 to provide funds to finance the Project. The bond shall be designated “Town of Appomattox, Virginia \$1,156,000.00 Water System Improvement General Obligation Bond, Series 2023B” (the “Series 2023B Bond”) and shall be sold to the Government upon the terms set forth in the Letter of Conditions. The acceptance of the Grants is hereby approved. The proceeds from the issuance and sale of the Series 2023B Bond and the Grants shall be used to pay the costs of the Project.

Section 2.2 Details of Series 2023B Bond: The Series 2023B Bond shall be issued as follows:

(a) A single fully registered Series 2023B Bond without coupons in the denomination of \$1,156,000.00, registered in the name of United States of America, Rural Utilities Service, which shall be numbered R-1, shall be dated the date upon which the Series 2023B Bond is delivered to the Government upon payment of the purchase price (the “Closing Date”) and shall bear interest at the rate not to exceed Two and One Quarter (2.25%) Per Cent per year on the unpaid principal balance; provided, however, that should the Government offer a lower rate of interest on the Series 2023B Bond, such lower rate shall be conclusively accepted by the Town, including the associated lower installment amount for payment thereof, it being the intent of the Town to obtain to lowest cost of borrowed funds for the permanent financing for the Project. The Series 2023B Bond shall be in substantially the form set forth on Exhibit C hereto.

(b) The Series 2023B Bond shall provide for monthly payment of combined principal and interest beginning one month following the Closing Date and continuing each month thereafter for a period of 479 months until paid. If not sooner paid, the final installment shall be due and payable 480 months from the Closing Date. The payment of every installment shall be applied first to interest accrued to the payment date and then to principal. In the event the Closing Date occurs on the 29th, 30th or 31st day of a month, the installment payment date shall be the 28th day of the month.

(c) Installments shall be payable in lawful money of the United States of America in accordance with the Preauthorized Debit System described in the Letter of Conditions at such address as shall be provided from time to time by the registered owner, except that the final installment shall be payable upon presentation and surrender of the Series 2023B Bond at the office of the Registrar.

Section 2.3 Execution of Series 2023B Bond: The Series 2023B Bond shall be signed by the Mayor of the Town and countersigned by its Clerk and its seal shall be affixed thereto. The Mayor is expressly authorized and directed to finally determine and approve the details of the

Series 2023B Bond except that (a) the maximum principal shall not exceed \$1,156,000,000 (b) the maximum interest rate shall not exceed Two and One Quarter Per Cent (2.25%) per annum and (c) the final maturity date shall be a date no later than forty (40) years from the date of issuance. Such determination and the execution and delivery of the Series 2023B Bond on the closing date and delivery to the Government shall constitute conclusive evidence of approval and no further action by the Town shall be required.

Section 2.4 Registration and Exchange of Series 2023B Bond: The Treasurer of the Town is hereby appointed Registrar. Transfer of the Series 2023B Bond may be registered upon books maintained for that purpose at the office of the Registrar. The initial address of the registered owner of the Series 2023B Bond shall be Finance Office, USDA Rural Development, 1520 Market Street, St. Louis, Missouri 63103-2696. Prior to due presentment for registration of transfer the Registrar shall treat the registered owner as the person exclusively entitled to payment of principal and interest and the exercise of all other rights and powers of the owner. The Series 2023B Bond shall initially be registered in the name of Rural Utilities Service with an address of 1520 Market Street, St. Louis, Missouri 63103-2696.

Section 2.5 Delivery of Series 2023B Bond: The Mayor and the Clerk are hereby authorized and directed to take all proper steps to have the Series 2023B Bond prepared and executed in accordance with its terms and to deliver the Series 2023B Bond to the Government upon payment therefor. The Mayor and the Clerk are further authorized and directed to agree to and comply with, on behalf of the Town, all further conditions, and requirements of the Government not inconsistent with this resolution in connection with its purchase of the Series 2023B Bond.

Section 2.6 Prepayment of Series 2023B Bond: Installments of principal due on the Series 2023B Bond may be prepaid at the option of the Town at any time as a whole or in part from time to time (and if in part in inverse order of their maturities), without premium, from any source. Prepayments of installments of principal shall not affect the obligation of the Town to pay the remaining installments payable as provided in Section 2.2.

Section 2.7. Form of the Series 2023A Bond: The form of the Series 2023A Bond is attached hereto as Exhibit D.

ARTICLE 3 REVENUES AND FUNDS; BOND PROCEEDS; RESERVE

Section 3.1 Revenue Fund: All rates, fees and other charges or other revenue derived from the ownership or operation of the Town's water utility system (the "System") shall be collected and so far as may be practicable, deposited not less frequently than weekly in a special account designated the Revenue Fund. Moneys on deposit in the Revenue Fund shall be used only in the manner and priority set out below.

Section 3.2 Rates and Charges: The Town covenants that it shall establish and collect rates and charges with respect to the System sufficient to pay the principal of and interest on the Series 2023A Bond and Series 2023B Bond (together the "Bonds"). Further, as required under the Letter of Conditions, the Town hereby approves and confirms that a Ten Percent (10%) penalty

shall be assessed on all user accounts with respect to the System that are not paid, in full, within twenty (20) days from the date of billing therefor. To the fullest extent allowed under Virginia law, the Town shall discontinue service to any user if such billing invoice is not paid within sixty (60) days after the due date thereof, and further, such service shall not be restored until all past charges have been paid and all accrued penalties, including a reconnection charge, have been paid to the Town, in full.

Section 3.3 Debt Service Fund: Each month the Town shall transfer from the Revenue Fund to a separate account designated the Debt Service Fund an amount equal to the installments of interest, or principal and interest coming due on the Bonds that month. If there should be insufficient moneys in the Revenue Fund for this purpose, the deficit shall be added to the required payment for the month or months next ensuing until such deficit is eliminated. When the balance in the Debt Service Fund equals the principal of and interest on the Bonds then outstanding to maturity, no further transfers to the Debt Service Fund shall be required. The Town shall pay installments of principal and interest on the Bonds as the same become due from the Debt Service Fund.

Section 3.4 Balance in Revenue Fund: Any balance remaining in the Revenue Fund each month, after making the transfers required by Section 3.3 may be used by the Town for any lawful purpose.

Section 3.5 Pledge of Revenues:

(a) All revenues and receipts derived by the Town from the use of and services furnished by the System (the "Revenues") and all moneys in the Revenue Fund and the Debt Service Fund are hereby pledged to the payment and performance of the Town's obligations on the Bonds, such pledge to be on a par with all prior pledges of revenue from the System securing indebtedness incurred for improvement of the System, subject to the rights of the Town to use the Revenues for the operation and maintenance expenses of the System, as provided herein.

(b) The pledge of Revenues pursuant to this Resolution with respect to the Bonds shall be valid and binding from and after the Closing Date. The Revenues, as received by the Town, shall be immediately subject to the lien of such pledge without any physical delivery of them or further act. Such pledge of the Revenues to secure the payment and performance of the Town's obligations under the Bonds shall be on a par with all prior pledges of revenue from the System securing indebtedness incurred for improvement of the System and have priority over all obligations and liabilities of the Town. The lien of this pledge of the Revenues with respect to the Bonds shall be valid and binding against all parties having claims against the Town regardless of whether such parties have notice thereof.

NEITHER THE BONDS NOR THE OBLIGATIONS OF THE TOWN UNDER THE LETTER OF CONDITIONS OR THIS BOND RESOLUTION CONSTITUTE A DEBT OR A PLEDGE OF THE FAITH AND CREDIT OF THE COMMONWEALTH OF VIRGINIA OR ANY OTHER POLITICAL SUBDIVISION OF THE COMMONWEALTH OF VIRGINIA.

Section 3.7 Construction Fund; Account Pledge: All amounts from the proceeds of the Bonds shall be deposited in a separate account with a qualifying depository designated the Construction Account and shall be used solely for the purpose of paying authorized costs of the Project. All amounts in the Construction Fund are hereby pledged to secure the payment of principal and interest on the Bonds.

ARTICLE 4
SECURITY FOR DEPOSITS AND INVESTMENT OF FUNDS

Section 4.1 Security for Deposits: All moneys on deposit with any bank or trust company shall be secured for the benefit of the Town and the holder of the Bonds in the manner required by the Virginia Security for Public Deposits Act (Chapter 44, Title 2.2, Code of Virginia of 1950, as amended) or any successor provision of law.

ARTICLE 5
MISCELLANEOUS

Section 5.1 Contract with Bondholder: The provisions of this resolution shall constitute a contract between the Town and the holder of the Bonds for so long as the Bonds and interest thereon are outstanding.

Section 5.2 Town Officers and Agents: The officers and agents of the Town shall do all acts and things required of them by this resolution, the Bonds and the Virginia Public Finance Act (Chapter 26, Title 15.2, Code of Virginia of 1950, as amended) for the complete and punctual performance of all the terms, covenants and agreements contained therein.

Section 5.3 Limitation of Rights: Nothing expressed or mentioned in or to be implied from this resolution or the Bonds is intended or shall be construed to give to any person or company other than the parties hereto and the holder of the Bonds any legal or equitable right, remedy or claim under or in respect to this resolution or any covenants, conditions and agreements herein contained; this resolution and all of the covenants, conditions and agreements hereof being intended to be and being for the sole and exclusive benefit of the parties hereto and the holder of the Bonds as herein provided.

Section 5.4 Limitation of Liability of Officials of Town: No covenant, condition or agreement contained herein shall be deemed to be a covenant, agreement or obligation of a present or future member, officer, employee or agent of the Town in his individual capacity, and neither the members of the Town Council nor any officer thereof executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof. No member, officer, employee, or agent of the Town shall incur any personal liability with respect to any other action taken by him pursuant to this resolution or the Virginia Public Finance Act (Chapter 26, Title 15.2, Code of Virginia of 1950, as amended), provided he acts in good faith.

Section 5.5 Conditions Precedent: Upon the issuance of the Bonds all acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia or

this resolution to have happened, exist and to have been performed precedent to or in the issuance of such Bonds shall have happened, exist and have been performed.

Section 5.6 Series Designation: In the event the Bonds are not issued during calendar year 2023, the Mayor and Clerk of the Town are hereby authorized and directed to change the series designation to such other year as may be appropriate at the time of their issuance. Thereafter all references in this resolution to the Bonds shall be deemed to refer to the general obligation Bonds issued pursuant to Article 3 under their new series.

Section 5.7 Repeal of Resolutions in Conflict: All other resolutions, or parts thereof, in conflict with this resolution or the 2021 Resolution are hereby repealed except for such resolutions as may have been adopted by the Town at the specific request of the Government as a condition to its purchase of the Bonds.

Section 5.8. Reserves; Audit Requirements, Accounts and Records. The establishment, funding and maintenance of reserves as required by the Government as described in the Letter of Conditions are hereby authorized and approved. The Mayor and Clerk are hereby authorized and directed to coordinate with the Town's outside auditors for the Town to satisfy (and otherwise comply with) the audit requirements and any other accounting and financial reporting terms and conditions as set forth in the Letter of Conditions.

Section 5.9 Successors and Assigns: All the covenants, stipulations, promises and agreements of the Town contained in this resolution shall bind and inure to the benefit of its successors and assigns, whether so expressed or not.

Section 5.10 Headings: Any headings in this resolution are solely for convenience of reference and shall not constitute a part of the resolution nor shall they affect its meaning, construction, or effect.

Section 5.11 Severability: If any court of competent jurisdiction shall hold any provision of this resolution to be invalid and unenforceable, such holding shall not invalidate any other provision hereof.

Section 5.12 Filing of Bond Resolution. The Mayor or Clerk Council, either of whom may act, any other appropriate representative or agent of the Town, is hereby authorized and directed to see to the filing of a certified copy of this resolution in the Office of the Clerk of the Circuit Court of the County of Appomattox.

Section 5.13 Effective Date: This resolution shall take effect immediately. The Clerk of the Town is hereby authorized and directed to file a certified copy of this resolution in the office of the Town.

This Resolution was passed by a vote of the Appomattox Town Council on the 10th day of July, 2023.

Mayor, Town of Appomattox

(SEAL)

ATTEST:

Clerk of Council

Exhibit A: Letter of Conditions

Exhibit B: RUS Bulletin 1780-27, Loan Resolution

Exhibit C: Form of Bond

CERTIFICATE OF VOTES

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the foregoing Bond Resolution, duly adopted by the members of the Appomattox Town Council by a roll call vote at a regular meeting duly held and called on the date hereof, as follows:

Name	Aye	Nay	Abstain	Absent
James J. Boyce, Sr				
Jane T. Allen				
Timothy W. Garrett				
Claudia G. Puckette				
Mary Lou Spiggle				
Nathan A. Simpson				

(SEAL)

ATTEST:

Roxanne Casto
Clerk of Council

EXHIBIT A
LETTER OF CONDITIONS

EXHIBIT B
LOAN RESOLUTION
RUS 1780-27

{3080947-5, 705417-00008-07}

EXHIBIT C TO RESOLUTION OF
TOWN OF APPOMATTOX
Dated July 10, 2023

No. R-1

\$1,156,000.00

UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA
TOWN OF APPOMATTOX
WATER SYSTEM IMPROVEMENT GENERAL OBLIGATION BOND,
SERIES 2023B

The Town of Appomattox (the “Town”), a public body politic and corporate of the Commonwealth of Virginia duly created under charter by Order of the Circuit Court of Appomattox County, Virginia, dated June 2, 1925, for value received, hereby promises to pay to the United States of America, Rural Utilities Service, (the “Government”), or registered assigns, the principal sum of

ONE MILLION ONE HUNDRED FIFTY-SIX THOUSAND DOLLARS
(\$1,156,000.00)

and to pay to the registered owner hereof interest on the unpaid principal from the date hereof until payment of the entire principal sum at the rate of Two and One Quarter Percent (2.25 %) per year in monthly payments of combined principal and interest of Three Thousand Six Hundred Sixty-five (\$3,665.00) Dollars and No Cents beginning on the first (1st) monthly anniversary of the date hereof and continuing monthly thereafter for Four Hundred Seventy Nine (479) consecutive months until the principal of this bond is paid in full, each installment to be applied first to interest accrued to such payment date and then to principal. The final installment, if not sooner paid, of all amounts owed hereunder shall be due and payable Four Hundred Eighty (480) months from the date hereof. Such installments shall be payable in lawful money of the United States of America by pre-authorized electronic debit for the account of the registered owner of the bond at such address as shall be provided from time to time by the registered owner, except that the final installment shall be payable upon presentation and surrender hereof at the office of the Registrar.

This bond has been authorized by a resolution adopted by the Town Council on July 10, 2023 (the “Bond Resolution”) and is issued pursuant to the Charter and the Virginia Public Finance Act (Chapter 26, Title 15.2, Code of Virginia of 1950, as amended) to provide funds to finance improvements to the Town’s water utility system. A copy of the Bond Resolution is on file at the Town Hall, Appomattox, Virginia. Reference is hereby made to the Bond Resolution and any amendments thereto for the provisions, among others, describing the pledge and covenants securing the bond, the nature and extent of the security, the terms, and conditions upon which the bond is issued, the rights and obligations of the Town and the rights of the bondholder.

All taxable property in the territory of the Issuer is subject to ad valorem taxation without limitation regarding rate or amount to pay the bond. All revenues derived by the Town from its water utility system are hereby pledged to the payment of the principal of and interest on the bond.

Installments of principal due on this bond may be prepaid at the option of the Town at any time as a whole or in part from time to time (but if in part, in inverse order of their maturities), without premium. Prepayments of installments of principal shall not affect the obligation of the Town to pay the remaining installments payable as provided above.

This bond is fully registered as to both principal and interest. Transfer of this bond may be registered upon books maintained for that purpose by the Registrar. Prior to due presentment for registration of transfer the Registrar shall treat the registered owner as the person exclusively entitled to payment of principal and interest and the exercise of all other rights and powers of the owner.

Any amount expended or advanced by the Government for the collection hereof or to protect any security therefor, at the option of the Government, shall become a part of and bear interest at the same rate as the principal hereof and be immediately due and payable by the Town to the Government without demand.

All acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia to happen, exist, or be performed precedent to and in the issuance of this bond have happened, exist and have been performed.

IN WITNESS WHEREOF, the Town has caused this bond to be signed by its Mayor, to be countersigned by its Clerk, its seal to be affixed hereto and this bond to be dated July [] 2023.

(CORPORATE SEAL)

ATTEST:

Clerk, Town of Appomattox

TOWN OF APPOMATTOX,
VIRGINIA

Mayor, Town of Appomattox

TRANSFER OF BOND

Transfer of this bond may be registered by the registered owner or his duly authorized attorney upon presentation hereof to the Registrar who shall make note of such transfer in books kept by the Registrar for that purpose and in the registration blank below.

**Date of
Registration**

_____2023

**Name of
Registered Owner**

United States of America
Rural Utilities Service

**Signature
of Registrar**

EXHIBIT D TO RESOLUTION OF
TOWN OF APPOMATTOX
Dated July 10, 2023

No. R-1

\$500,000.00

UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA
TOWN OF APPOMATTOX
WATER SYSTEM IMPROVEMENT GENERAL OBLIGATION BOND,
SERIES 2023A

The Town of Appomattox (the “Town”), a public body politic and corporate of the Commonwealth of Virginia duly created under charter by Order of the Circuit Court of Appomattox County, Virginia, dated June 2, 1925, for value received, hereby promises to pay to the United States of America, Rural Utilities Service, (the “Government”), or registered assigns, the principal sum of

FIVE HUNDRED THOUSAND DOLLARS
(\$500,000.00)

and to pay to the registered owner hereof interest on the unpaid principal from the date hereof until payment of the entire principal sum at the rate of One and Three Eighths Percent (1.375 %) per year in monthly payments of combined principal and interest of One Thousand Three Hundred Fifty-five (\$1,355.00) Dollars and No Cents beginning on the first (1st) monthly anniversary of the date hereof and continuing monthly thereafter for Four Hundred Seventy Nine (479) consecutive months until the principal of this bond is paid in full, each installment to be applied first to interest accrued to such payment date and then to principal. The final installment, if not sooner paid, of all amounts owed hereunder shall be due and payable Four Hundred Eighty (480) months from the date hereof. Such installments shall be payable in lawful money of the United States of America by pre-authorized electronic debit for the account of the registered owner of the bond at such address as shall be provided from time to time by the registered owner, except that the final installment shall be payable upon presentation and surrender hereof at the office of the Registrar.

This bond has been authorized by a resolution adopted by the Town Council on October 26, 2021 (the “Bond Resolution”) and is issued pursuant to the Charter and the Virginia Public Finance Act (Chapter 26, Title 15.2, Code of Virginia of 1950, as amended) to provide funds to finance improvements to the Town’s water utility system. A copy of the Bond Resolution is on file at the Town Hall, Appomattox, Virginia. Reference is hereby made to the Bond Resolution and any amendments thereto for the provisions, among others, describing the pledge and covenants securing the bond, the nature and extent of the security, the terms, and conditions upon which the bond is issued, the rights and obligations of the Town and the rights of the bondholder.

All taxable property in the territory of the Issuer is subject to ad valorem taxation without limitation regarding rate or amount to pay the bond. All revenues derived by the Town from its water utility system are hereby pledged to the payment of the principal of and interest on the bond.

Installments of principal due on this bond may be prepaid at the option of the Town at any time as a whole or in part from time to time (but if in part, in inverse order of their maturities), without premium. Prepayments of installments of principal shall not affect the obligation of the Town to pay the remaining installments payable as provided above.

This bond is fully registered as to both principal and interest. Transfer of this bond may be registered upon books maintained for that purpose by the Registrar. Prior to due presentment for registration of transfer the Registrar shall treat the registered owner as the person exclusively entitled to payment of principal and interest and the exercise of all other rights and powers of the owner.

Any amount expended or advanced by the Government for the collection hereof or to protect any security therefor, at the option of the Government, shall become a part of and bear interest at the same rate as the principal hereof and be immediately due and payable by the Town to the Government without demand.

All acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia to happen, exist, or be performed precedent to and in the issuance of this bond have happened, exist and have been performed.

IN WITNESS WHEREOF, the Town has caused this bond to be signed by its Mayor, to be countersigned by its Clerk, its seal to be affixed hereto and this bond to be dated _____ 2023.

(CORPORATE SEAL)

ATTEST:

Clerk, Town of Appomattox

TOWN OF APPOMATTOX,
VIRGINIA

Mayor, Town of Appomattox

TRANSFER OF BOND

Transfer of this bond may be registered by the registered owner or his duly authorized attorney upon presentation hereof to the Registrar who shall make note of such transfer in books kept by the Registrar for that purpose and in the registration blank below.

**Date of
Registration**

_____2023

**Name of
Registered Owner**

United States of America
Rural Utilities Service

**Signature
of Registrar**
