



HRTAC RESOLUTION 2016-09

RESOLUTION AUTHORIZING CERTAIN LEGAL PROCEEDINGS TO ESTABLISH THE VALIDITY OF HAMPTON ROADS TRANSPORTATION FUND REVENUE BONDS

WHEREAS, the Hampton Roads Transportation Accountability Commission (the "Commission"), has been empowered under the Code of Virginia of 1950, as amended (the "Virginia Code"), to receive all of the amounts dedicated to the Hampton Roads Transportation Fund (the "HRTF") from the special sales and use tax revenues described in Section 58.1-638.H.2 of the Virginia Code and the wholesale motor vehicle fuels sales tax revenues described in Section 58.1-2295.A.2 of the Virginia Code;

WHEREAS, as provided in Chapter 26, Title 33.2, of the Virginia Code (the "HRTAC Act"), the Commission shall use the moneys deposited in the HRTF solely for the purposes of funding new construction projects on new or existing highways, bridges, and tunnels ("Projects") in the localities comprising Planning District 23 established pursuant to Chapter 42, Title 15.2, of the Virginia Code (the "Member Localities"), giving priority to Projects expected to provide the greatest impact on reducing congestion for the greatest number of citizens residing within the Member Localities;

WHEREAS, Section 33.2-2606 of the HRTAC Act authorizes and empowers the Commission to issue bonds and other evidences of debt and provides that the provisions of Article 5 (Section 33.2-1920 et seq.) of Chapter 19 of Title 33.2 of the Virginia Code shall apply, *mutatis mutandis*, to the issuance of such bonds and other evidences of debt (collectively, the "Bonds") for any of the Commission's purposes;

WHEREAS, Section 33.2-1920 of the Virginia Code permits the Commission's Bonds to be payable from and secured by a pledge of all or any part of the revenues, moneys or funds of the Commission as specified in a resolution adopted or indenture entered into by the Commission, but that such Bonds shall not constitute debt of the Commonwealth of Virginia (the "Commonwealth"), or any political subdivision thereof (including any Member Locality) other than the Commission, and that such Bonds shall not constitute an indebtedness within the meaning of any debt limitation or restriction except as provided under Section 33.2-1920 of the Virginia Code;

WHEREAS, in a resolution adopted the date hereof entitled "Resolution Authorizing Hampton Roads Transportation Fund Revenue Bonds" (the "Bond Authorizing Resolution"), the Commission has approved a Master Indenture of Trust to be dated as of July 1, 2016 (the "Master Indenture"), between the Commission and a bank or trust company (the "Trustee"), together with a form of Supplemental Series Indenture of Trust, to provide for the financing and refinancing of the costs of Projects through the issuance from time to time of its Bonds payable

from and secured by the HRTF and other revenues available under the HRTAC Act (collectively, the “HRTAC Revenues”);

WHEREAS, in the Bond Authorizing Resolution the Commission has found and determined that (i) the purposes of the Commission and the HRTAC Act will be furthered by the issuance of Bonds as described in the above Recitals, (ii) the financing and refinancing of the costs of Projects with proceeds of the Bonds will benefit of the inhabitants of the Commonwealth and the Member Localities and promote their safety, health, welfare, convenience and prosperity and will constitute the performance of an essential governmental function in accordance with Section 33.2-1920 of the Virginia Code, and (iii) the use of proceeds of the Bonds as described above will be in accordance with Sections 33.2-2606 and 33.2-2611 of the HRTAC Act; and

WHEREAS, Section 33.2-1921 of the Virginia Code provides that the provisions of Article 6, Chapter 26, Title 15.2 of the Virginia Code pertaining to the judicial determination of validity of bonds (the “Validation Procedures”) shall apply to all suits, actions and proceedings of whatever nature involving the validity of bonds issued by the Commission under the HRTAC Act, and the Validation Procedures may, among other things, establish the validity of the Bonds, the legality of all proceedings taken in connection with the authorization or issuance of the Bonds, the validity of the taxes or other means provided for the payment of the Bonds, the validity of the powers granted to HRTAC under the HRTAC Act, and the validity of all pledges of revenues and of all the covenants and provisions that constitute a part of the contract between HRTAC and the owners of the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE HAMPTON ROADS TRANSPORTATION ACCOUNTABILITY COMMISSION:

1. Authorization of Validation. In consultation with and with the approval of Willcox & Savage, P.C., as the Commission’s general counsel, Kaufman & Canoles, P.C., as the Commission’s Bond Counsel, is authorized to initiate a validation proceeding in the Circuit Court of the City of Chesapeake, Virginia, with respect to the Bonds under the Validation Procedures to establish the validity of the Bonds and any or all of the other matters permitted under the Validation Procedures. Bond Counsel is also authorized on the Commission’s behalf and in consultation with and with the approval of the Commission’s general counsel to continue all proceedings and undertake all acts (including, without limitation, the preparation and filing of required motions and documents and the giving of required notices) as it may deem necessary and proper in connection with the validation proceeding.

2. Authorization of Defense. In consultation with and with the approval of the Commission’s general counsel, Bond Counsel is also authorized to undertake the defense of the Commission in any legal challenge of the validity of the Bonds, the HRTAC Act, the organization or composition of the Commission, the powers granted to the Commission, the creation or funding of the HRTF or the tax revenues dedicated thereto, the composition of the HRTAC Revenues, the selection or approval of the Projects, the consideration or approval of the Bond Authorization Resolution, the validity of the Master Indenture or any supplement thereto, or the pledge of the HRTAC Revenues thereunder, or any related matters or proceedings.

3. Severability. If any section, subsection, paragraph, sentence, clause, or phrase of this Resolution is for any reason held or decided to be unconstitutional or invalid, such decision of unconstitutionality or invalidity shall not affect the validity of the remaining portions. The Commission hereby declares that it would have adopted this Resolution and each section, subsection, sentence, clause and phrase thereof even though any one or more sections, subsections, sentences, clauses, or phrases might be declared unconstitutional or invalid.

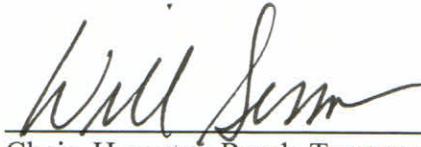
4. Effective Date. This Resolution shall take effect immediately.

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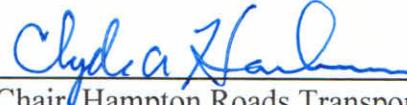
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The undersigned hereby certify that this is a true and correct copy of a resolution duly adopted at a meeting of the Hampton Roads Transportation Accountability Commission held on June 16, 2016.



Chair, Hampton Roads Transportation
Accountability Commission



Vice Chair, Hampton Roads Transportation
Accountability Commission