

RESOLUTION APPROVING THE ISSUANCE BY THE MOSAIC DISTRICT COMMUNITY DEVELOPMENT AUTHORITY OF ITS REVENUE BONDS SERIES 2011A, TAXABLE REVENUE BONDS SERIES 2011A-T AND TAXABLE SERIES 2011B (THE “BONDS”); APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED MEMORANDUM OF UNDERSTANDING; APPROVING THE FORMS OF TRUST INDENTURES FOR THE BONDS, A PRELIMINARY LIMITED OFFERING MEMORANDUM FOR THE SERIES 2011A BONDS AND THE TAXABLE SERIES 2011A-T BONDS, A SPECIAL ASSESSMENT AGREEMENT AND DECLARATION OF NOTICE OF SPECIAL ASSESSMENTS, ONE OR MORE EASEMENT AGREEMENTS AND ONE OR MORE OPERATION AND MAINTENANCE AGREEMENTS AND A CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2011A BONDS; GRANTING THE AUTHORITY TO EXECUTE AND DELIVER SUCH OTHER DOCUMENTS AND AGREEMENTS RELATING TO THE BONDS AS MAY BE NECESSARY OR APPROPRIATE

WHEREAS, pursuant to the ordinance adopted by the Board of Supervisors of Fairfax County, Virginia (the “Board”) on April 27, 2009, as amended by the ordinance adopted by the Board on April 27, 2010, the Mosaic District Community Development Authority (the “Authority”) was created to provide public improvements (the “Public Improvements”) for the peculiar benefit of the property owners within the geographic boundaries of the Authority’s district (the “Mosaic District”); and

WHEREAS, the Board is approving the Authority’s issuance of Mosaic District Community Development Authority Revenue Bonds, Series 2011A (the “Tax-Exempt Series A Bonds”), Mosaic District Community Development Authority Revenue Bonds, Taxable Series A-T (the “Taxable Series A Bonds” and together with the Tax-Exempt Series A Bonds, the “Series 2011A Bonds”), and Mosaic District Community Development Authority Revenue Bonds, Taxable Series 2011B (the “Series 2011B Bonds” and together with the Series 2011A Bonds, the “Bonds”) to finance all or a portion of the costs of the Public Improvements; and

WHEREAS, pursuant to an Amended and Restated Memorandum of Understanding by and between Fairfax County, Virginia (the “County”), the Authority, Eskridge E&A, LLC (the “Initial Landowner”) and Eskridge Properties (E&A), LLC (the “Developer”) (the “Memorandum of Understanding”), the Series 2011A Bonds are to be secured by certain tax increment revenues received from the Public Improvements on the property within the Mosaic District and certain special assessments on land within the Mosaic District that are levied with respect to the Series 2011A Bonds (the “2011A Special Assessments”) that are established, apportioned and imposed pursuant to an ordinance to be approved by the County and the “Rate and Method of Apportionment of Special Assessments” which is to be attached as an exhibit to the Memorandum of Understanding and as an exhibit to the Special Assessment Agreement and Declaration of Notice of Special Assessments (the “Special Assessment Agreement”) to be entered into by the Authority, the owners of assessable properties within the Mosaic District and the trustee under the Trust Indentures (defined herein) and the Series 2011B Bonds are to be

secured by certain special assessments on each parcel of land within the Mosaic District that are levied with respect to the Series 2011B Bonds (the “2011B Special Assessments” and together with the 2011A Special Assessments, the “Special Assessments”) and established, apportioned and imposed as set forth above; and

WHEREAS, pursuant to the Memorandum of Understanding, if the Special Assessments are determined to be legally unenforceable in a final decree by a court of competent jurisdiction the Authority will request that the County levy a special tax on the real property within the Mosaic District in an amount required to replace the revenue to have been generated from the Special Assessments; and

WHEREAS, the County is approving the Authority’s action authorizing the issuance of Bonds to finance all or a portion of the costs of the Public Improvements; and

WHEREAS, the Board has determined to approve the form of a trust indenture (the “Series 2011A Trust Indenture”) between the Authority and The Bank of New York Mellon Trust Company, N.A. as trustee (in such capacity, the “Series 2011A Trustee”) that will provide for the issuance of and security for the Series 2011A Bonds; and

WHEREAS, the Board has determined to approve the form of a trust indenture (the “Series 2011B Trust Indenture” and together with the Series 2011A Trust Indenture, the “Indentures”) between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (in such capacity, the “Series 2011B Trustee” and, collectively with the Series 2011A Trustee, the “Trustees”), that will provide for the issuance of and security for the Series 2011A Bonds; and

WHEREAS, there has been presented to the Board a proposed form of the Preliminary Limited Offering Memorandum describing the Series 2011A Bonds and the security therefor, the Authority, the Mosaic District and the Public Improvements (the “Preliminary Limited Offering Memorandum”); and

WHEREAS, there has been presented to the Board the form of the Special Assessment Agreement which, among other items, sets forth certain agreements and requirements among the parties relating to the Special Assessments; and

WHEREAS, there has been presented to the Board the form of the Memorandum of Understanding which, among other items, sets forth the agreements and requirements of the parties relating to the financing and construction of the public improvements, the issuance of bonds and the sources of revenue to pay debt service on the Bonds; and

WHEREAS, the Authority will undertake primary responsibility for any annual and other reports, notices or disclosures that may be required under Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, and make a continuing disclosure undertaking for the Series 2011A Bonds as set forth in the form of the continuing disclosure agreement presented to the Authority in Exhibit F to the Preliminary Limited Offering Memorandum (the “Continuing Disclosure Agreement”); and

WHEREAS, the Board has duly reviewed and considered the forms of the Memorandum of Understanding, the Trust Indentures, the Preliminary Limited Offering Memorandum, the Special Assessment Agreement, the Memorandum of Understanding and the Continuing Disclosure Agreement and has determined that each is in acceptable form; and

WHEREAS, the Board has determined to approve the Authority's authorization to direct each of the Chairman, Vice Chairman, and Treasurer of the Authority (an "Authority Representative") to approve additions and modifications to the Trust Indentures, the Preliminary Limited Offering Memorandum, the Special Assessment Agreement and the Continuing Disclosure Agreement so long as such additions or modifications are consistent with the provisions of this Resolution and the form of the documents provided at this meeting the execution thereof by an Authorized Representative of the Trust Indentures, the final Limited Offering Memorandum, the Special Assessment Agreement and the Continuing Disclosure Agreement being conclusive evidence of such approval; and now, therefore

BE IT RESOLVED by the Board of Supervisors of Fairfax County, Virginia, as follows:

SECTION 1. The Authority is hereby approved to authorize and issue the Series 2011A Bonds in an aggregate principal amount not to exceed the sum of \$75,000,000 (including underwriting and net bond discounts, closing costs, and issuance expenses), for the purpose of providing funds, along with any other available moneys, to finance costs of the Public Improvements, a debt service reserve fund, capitalized interest, if determined as set forth below, certain administrative expenses and costs of issuance of the Series 2011A Bonds. The aggregate principal amount of the Tax-Exempt Series A Bonds and the aggregate principal amount of the Taxable Series A Bonds shall be determined and allocated by an Authority Representative based upon advice provided by bond counsel and the County's financial advisor relating to the final determination of the amount of Public Improvements eligible for tax-exempt financing (provided that sum of the aggregate principal amounts of the Tax-Exempt Series A Bonds and the Taxable Series A Bonds shall at no time exceed \$75,000,000). The Board also hereby approves the Authority's direction that an Authority Representative may determine the details of such bonds pursuant to the terms of the Authority's approving resolution.

SECTION 2. The Authority is hereby approved to authorize and issue the Series 2011B Bonds in an aggregate principal amount not to exceed the sum of \$32,000,000 (including underwriting and net bond discounts, closing costs, and issuance expenses), for the purpose of providing funds, along with any other available moneys, to finance the costs of the Public Improvements, certain administrative expenses and costs of issuance of the Series 2011B Bonds. The Board approves the Authority's direction that an Authority Representative determine the details of such bonds pursuant to the terms of the Authority's approving resolution.

SECTION 3. The form of the Series 2011A Trust Indenture presented at this meeting providing for the custody, investment and disbursement of the proceeds of the Series 2011A Bonds, and for the receipt, custody, pledge and application of Pledged Revenues (as defined in the Series 2011A Trust Indenture) is hereby approved in such form and containing substantially the terms and provisions therein set forth. Authority Representatives are hereby approved to execute and deliver, in the name of the Authority, the Series 2011A Trust Indenture in such form and containing substantially the same terms and provisions, with such additions, deletions and modifications as shall be approved by an Authority Representative executing the Series 2011A Trust Indenture the execution thereof by such Authority Representative being conclusive evidence of such approval.

SECTION 4. The form of the Series 2011B Trust Indenture presented at this meeting providing for the custody, investment and disbursement of the proceeds of the Series 2011B Bonds, and for the receipt, custody, pledge and application of Pledged Revenues (as defined in the Series 2011B Trust Indenture) is hereby approved in such form and containing substantially the terms and provisions therein set forth. Authority Representatives are hereby approved to

execute and deliver, in the name of the Authority, the Series 2011B Trust Indenture in such form and containing substantially the same terms and provisions, with such additions, deletions and modifications as shall be approved by an Authority Representative executing the Series 2011B Trust Indenture the execution thereof by such Authority Representative being conclusive evidence of such approval.

SECTION 5. The form of the Preliminary Limited Offering Memorandum presented at this meeting is hereby approved. The distribution and use by the Underwriters of the Series 2011A of a final Limited Offering Memorandum relating to the Series 2011A Bonds is hereby approved subject to the approval of an Authority Representative pursuant to the terms of the Authority's approving resolution.

SECTION 6. The form of the Special Assessment Agreement presented to this meeting is hereby approved in such form and containing substantially the terms and provisions therein set forth. Authority Representatives are hereby approved to execute and deliver, in the name of the Authority, the Special Assessment Agreement in such form and containing substantially the same terms and provisions, with such additions, deletions and modifications as shall be approved by an Authority Representative executing the Special Assessment Agreement the execution thereof by Authority Representative being conclusive evidence of such approval.

SECTION 7. The form of the Rate and Method of Apportionment of Special Assessments presented to this meeting providing the procedures to establish and apportion the Special Assessments is hereby approved. in such form and containing substantially the terms and provisions therein set forth. Any additions, deletions and modifications to the Rate and Method of Apportionment of Special Assessments may be approved by the Chairman or Vice Chairman of the Board or the County Executive or the Deputy County Executive/Chief Financial Officer of the County, as appropriate so long as such additions, deletions and modifications are not contradictory to the terms of this Resolution or previously enacted resolutions and are in conformity with the purposes of the Authority.

SECTION 8. The form of the Memorandum of Understanding presented to this meeting be, and the same hereby is, approved, the Chairman or Vice Chairman of the Board or the County Executive or the Deputy County Executive/Chief Financial Officer of the County, as appropriate are hereby are authorized, directed and empowered to execute and deliver, in the name and on behalf of the County, the Memorandum of Understanding in such form and containing substantially the same terms and provisions, with such additions, deletions and modifications as shall be approved by the officers executing the Memorandum of Understanding the execution thereof by such officers being conclusive evidence of such approval.

SECTION 9. The form of the Continuing Disclosure Agreement presented to this meeting is hereby approved in such form and containing substantially the terms and provisions therein set forth. Authority Representatives are hereby approved to execute and deliver, in the name of the Authority, the Continuing Disclosure Agreement in such form and containing substantially the same terms and provisions, with such additions, deletions and modifications as shall be approved by an Authority Representative executing the Continuing Disclosure Agreement the execution thereof by such Authority Representative being conclusive evidence of such approval.

SECTION 10. The execution and delivery by the officers of the County of the Memorandum of Understanding and any other agreements, documents, closing papers and certificates executed and delivered pursuant to this Resolution shall be conclusive evidence of

their approval of the changes, if any, in the forms thereof and of their authority to execute and deliver such agreements, documents, certificates and closing papers on behalf of the County.

SECTION 11. The members, officers and agents of the County, the Authority and the officers and agents of the Trustee are hereby authorized and directed to do all acts and things, including without limitation the execution and delivery of such agreements, documents, certificates and closing papers on behalf of the County required of them by the provisions of the Bonds, the Trust Indentures, the Limited Offering Memorandum, the Special Assessment Agreement, Rate and Method of Apportionment of Special Assessments, the Memorandum of Understanding and the Continuing Disclosure Agreement for the full, punctual and complete performance of all the terms, covenants, provisions and agreements of the Trust Indentures, the Limited Offering Memorandum, the Special Assessment Agreement, Rate and Method of Apportionment of Special Assessments, the Memorandum of Understanding and the Continuing Disclosure Agreement and, also, to do all acts and things required of them by the provisions of this Resolution.

SECTION 12. The officers of the Board and the County are authorized to execute one or more certificates evidencing the determinations made or other actions carried out pursuant to the authority granted in this Resolution, and any such certificate shall be conclusive evidence of the actions or determinations as stated therein.

SECTION 13. All actions taken by the officers of the Board and the members, officers and employees of the County in connection with the transactions authorized and approved hereby are hereby ratified and confirmed.

SECTION 14. Any and all resolutions of the Board or portions thereof in conflict with the provisions of this Resolution are hereby repealed to the extent of such conflict.

SECTION 15. This Resolution shall take effect immediately upon its adoption.

Adopted _____, 2011.

A Copy Teste:

Secretary