

**FINAL APPROVING RESOLUTION OF THE HARRISONBURG
REDEVELOPMENT AND HOUSING AUTHORITY FOR THE ISSUANCE
OF ITS SENIOR HOUSING FACILITY REVENUE BONDS ON BEHALF OF
THE BEVERLY J. SEARLES FOUNDATION AND ITS AFFILIATES**

WHEREAS, the Harrisonburg Redevelopment and Housing Authority (the “Authority”) has previously adopted an inducement resolution approving the plan of the Beverly J. Searles Foundation, a Georgia non-profit corporation (the “Foundation”), whose address is 5030 Nesbit Ferry Lane, Sandy Springs, Georgia 30350, for the issuance by the Authority of its Senior Housing Facility Revenue Bonds (BJS Harrisonburg Senior I Project) (the “Bonds”), in an aggregate principal amount not to exceed \$20,000,000, the proceeds of which would be loaned to BJS Harrisonburg Senior I, LP (the “Borrower”), a Virginia limited partnership that is an affiliate of the Foundation, to be used, together with other funds, to (i) finance the acquisition, construction, development, furnishing and equipping of an approximately 84-unit age-restricted senior living housing facility to be located on approximately 6 acres of land of the Borrower in the City of Harrisonburg, Virginia (the “City”), at 210 W. Mosby Road, Harrisonburg, Virginia 22801 (the “Project”); (ii) fund capitalized interest on the Bonds during the construction of the Project and for a limited period thereafter; (iii) fund one or more reserve funds for the Bonds, if deemed necessary or desirable; and (iv) pay certain costs of issuing the Bonds (collectively, the “Plan of Finance”);

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”);

WHEREAS, the Authority is empowered, pursuant to the Virginia Housing Authorities Law, Chapter 1, Title 36 of the Code of Virginia of 1950, as amended (the “Act”), to issue its bonds and make loans for the purpose, among others, of assisting in the construction by private sponsors of residential rental housing projects such as the Project, located within the territorial boundaries of the City;

WHEREAS, a public hearing with respect to the Project and the Bonds was properly noticed and held in accordance with Section 147(f) of the Code and Section 36-29 of the Act on November 20, 2024, and the City Council of the City granted its approval, as applicable elected representative in accordance with Section 147(f) of the Code, on January 14, 2025; and

WHEREAS, the Borrower has requested that the Authority proceed with the issuance and sale of the Bonds pursuant to and in accordance with the following documents, forms of which have been submitted to the Authority and reviewed by the Authority’s counsel (collectively, the “Authority Documents”):

(a) A Funding Loan Agreement between Sterling Bank, as initial purchaser of the Bonds (therein referred to as “Initial Funding Lender”) and the Authority (therein referred to as “Governmental Lender”), pursuant to which the Bonds shall be issued in the form of the Multifamily Note (BJS Harrisonburg Senior I Project), Series 2025 (such Bonds being therein referred to as the “Governmental Note”), and delivered to the Initial Funding Lender;

(b) A Project Loan Agreement between the Authority, as Governmental Lender, and the Borrower, pursuant to which the Authority will loan the proceeds of the Governmental Note to the Borrower, and the Borrower will deliver to the Authority the Borrower's Multifamily Note in the principal amount of the Governmental Note; and

(c) A Land Use Restriction Agreement among the Authority, the Initial Funding Lender, and the Borrower, setting forth certain restrictions required by the Treasury Regulations to maintain the Project as a "qualified residential rental project" under Section 142(d) of the Code.

NOW, THEREFORE, BE IT RESOLVED BY THE HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY THAT:

1. The issuance of the Bonds in an aggregate principal amount not to exceed \$20,000,000 is hereby approved. All other terms of the Bonds as described in and provided by the Authority Documents are hereby approved.

2. The Authority Documents are hereby approved in substantially the forms submitted to the Authority, subject to such changes, insertions or omissions as may be approved by the Chairman or Vice Chairman, either of whom may act, upon advice of counsel to the Authority, which approval shall be evidenced conclusively by the execution and delivery thereof. The Chairman or Vice Chairman, either of whom may act, is hereby authorized to approve the final forms, denominations, redemption provisions, places of payment, initial interest rates, payment terms, dates and all other provisions of the Bonds, so long as the original aggregate principal amount of the Bonds does not exceed \$20,000,000. The execution and delivery of the Authority Documents by the Chairman or Vice Chairman shall constitute conclusive evidence of the Authority's approval of the final forms, denominations, redemption provisions, places of payment, initial interest rates, payment terms, dates and all other provisions of the Bonds, subject to the foregoing limitation. All other terms and conditions described in and provided by the Authority Documents are hereby approved.

3. The Chairman or Vice Chairman, either of whom may act, is authorized and directed to execute the Bonds by manual or facsimile signature, and the Secretary or any Assistant Secretary of the Authority, any of whom may act, is authorized and directed to have the seal of the Authority impressed or printed thereon and to attest such seal by manual or facsimile signature. All terms of the Bonds are by this reference incorporated herein as part of this Resolution.

4. The officers of the Authority, any of whom may act, are authorized to execute and deliver all certificates and instruments (including, without limitation, Internal Revenue Service Form 8038 and a Tax Certificate as to Arbitrage and Related Matters), and to take all such further action as they may be advised is necessary or desirable in connection with the issuance and sale of the Bonds and the undertaking of the Plan of Finance.

5. All costs and expenses in connection with the financing and the acquisition, renovation and rehabilitation of the Project, including the fees and expenses of bond counsel, counsel for the Authority and counsel for the purchaser of the Bonds, are the obligations solely of the Borrower and shall be paid from the proceeds of the Bonds (but only to the extent permitted

by applicable law) or 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. If the Bonds are issued the Borrower shall pay to the Authority an origination fee of equal to the sum of (i) one-half of one percent (0.5%) of the first five million dollars (\$5,000,000) of the principal amount of the Bonds, (ii) two-tenths of one percent (0.2%) of the principal amount of the Bonds which exceed five million dollars (\$5,000,000) up to twelve million five hundred thousand dollars (\$12,500,000), and (iii) one-tenth of one percent (0.1%) of the principal amount of the Bonds which exceed twelve million five hundred thousand dollars (\$12,500,000) up to twenty million dollars (\$20,000,000).

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

7. 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 commissioners, 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 and the City, 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.

8. Any obligation of the Authority to exercise its powers in the City to issue the Bonds as requested by the Borrower is contingent upon the satisfaction of all legal requirements and the Authority, including its commissioners, officers, employees and agents, 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.

9. All other acts of the officers and agents of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the Plan of Finance are hereby approved and confirmed.

10. This Resolution shall take effect immediately upon its adoption.

Adopted: October 15, 2025

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CERTIFICATE OF VOTES

Record of the roll-call vote by the Harrisonburg Redevelopment and Housing Authority, upon reading on a Resolution titled “**FINAL APPROVING RESOLUTION OF THE HARRISONBURG REDEVELOPMENT AND HOUSING AUTHORITY FOR THE ISSUANCE OF ITS SENIOR HOUSING FACILITY REVENUE BONDS ON BEHALF OF THE BEVERLY J. SEARLES FOUNDATION AND ITS AFFILIATES**” taken at a meeting of the Authority held on October 15, 2025:

	AYE	NAY	ABSTAIN	ABSENT
Gil Colman, Chair				
Kevin Coffman, Vice-Chair				
Luciano Benjamin, Commissioner				
Shonda Green, Commissioner				
Amanda Leech, Commissioner				
Janet Awkard-Rogers, Commissioner				

Dated: October 15, 2025

(SEAL)

Chair

ATTEST: _____
Secretary

The undersigned Secretary of the Harrisonburg Redevelopment and Housing Authority (the “Issuer”) hereby certifies that the foregoing is a true, correct, and complete copy of a Resolution adopted by the Authority’s commissioners present and voting at a meeting duly called and held on October 15, 2025, in accordance with law, and that such Resolution has not been repealed, revoked, rescinded, or amended, but is in full force and effect on the date hereof.

WITNESS my hand and the seal of the Authority this 15th day of October 2025.

**HARRISONBURG REDEVELOPMENT AND
HOUSING AUTHORITY**

By: _____
Secretary