

CERTIFICATE

The undersigned Secretary of the Industrial Development Authority of the City of Alexandria (the "Authority") certifies as follows:

1. A meeting of the Authority was duly called and held on December 6, 2016 at 5:00 p.m. at the offices of The Alexandria Economic Development Partnership, Inc. at 625 N. Washington Street, Suite 400, Alexandria, 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 PAEGR Properties LLC, a Virginia limited liability company whose sole member is National Industries for the Blind, a New York non-profit corporation, and that a notice of the hearing was published once a week for two successive weeks in a newspaper having general circulation in the City of Alexandria, 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 minutes 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 (the "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 The Resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on this date.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 6th day of December, 2016.

Assistant Secretary, Industrial Development
Authority of the City of Alexandria

[SEAL]

Exhibits:

A - Copy of Certified Notice

B - Summary of Statements

C - Resolution

EXHIBIT A TO CERTIFICATE

Copy of Certified Notice

Attached

EXHIBIT B TO CERTIFICATE

Summary of Statements

Representatives of McGuireWoods LLP, bond counsel, and National Industries for the Blind, a New York non-profit corporation, and its affiliate PAEGR Properties LLC, a Virginia limited liability company, appeared before the Authority to explain the project and the proposed modifications to the plan of financing. No one appeared in opposition to the proposed bond reissuance.

December 6, 2016

City Council of
the City of Alexandria, Virginia
P.O. Box 178
301 King Street
Alexandria, Virginia 22314

**Industrial Development Authority of the City of Alexandria
Proposed Reissuance of Revenue Bonds for an Affiliate of
National Industries for the Blind**

PAEGR Properties LLC, a Virginia limited liability company (the “Borrower”), whose sole member is National Industries for the Blind, a New York non-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), has requested that the Industrial Development Authority of the City of Alexandria (the “Authority”) recommend approval to the City Council of the City of Alexandria (the “City Council”) of the reissuance of the Authority’s Revenue Bond (National Industries for the Blind Project) Series 2015 (the “Bond”) in an amount not to exceed \$25,634,834.21. The Bond was originally issued on October 27, 2015 to assist the Borrower in financing or refinancing certain of the costs of one or more of the following: (i) all or a portion of the acquisition, development (in one or more phases), construction, furnishing and equipping of a new headquarters facility (the “Facility”) located or to be located on approximately 19,012 square feet of land within Land Bay G, Potomac Yard Town Center in Alexandria, Virginia; (ii) the acquisition, installation and equipping of furniture, fixtures, equipment and office technology within the Facility and other property functionally related and subordinate thereto; and (iii) certain other eligible expenditures. The Borrower has requested certain modifications to the terms of the Bond, which modifications are expected to cause a deemed current refunding and reissuance of the Bond for federal income tax purposes.

As set forth in the resolution of the Authority attached hereto, the Authority has agreed to modify and reissue the Bond as requested. The Authority has conducted a public hearing on the proposed reissuance of the Bond and has recommended that the City Council approve the reissuance of the Bond 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”).

Also attached hereto is: (1) a certificate evidencing the conduct of the public hearing and the action taken by the Authority; (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 the approval of the City Council.

Assistant Secretary, Industrial Development

Authority of the City of Alexandria

**FISCAL IMPACT STATEMENT
FOR PROPOSED INDUSTRIAL DEVELOPMENT REVENUE BOND FINANCING**

Date: December 6, 2016

To the City Council of the City of Alexandria, Virginia

Applicant: PAEGR Properties LLC

Facility: Headquarters facility to be located on approximately 19,012 square feet of land located within Land Bay G, Potomac Yard Center, Alexandria, Virginia,

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|----|--|------------------|
| 1. | Maximum amount of financing sought | \$ 25,634,834.21 |
| 2. | Estimated taxable value of the facility's real property to be constructed in the municipality | \$ 27,015,168.00 |
| 3. | Estimated real property tax per year using present tax rates | \$ 388,478.00 |
| 4. | Estimated personal property tax per year using present tax rates | \$ 73,720.00 |
| 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 | \$ 1,650,000.00 |
| | (b) Estimated dollar value per year of goods that will be purchased from non-Virginia companies within the locality | \$ 1,650,000.00 |
| | (c) Estimated dollar value per year of services that will be purchased from Virginia companies within the locality | \$ 1,000,000.00 |
| | (d) Estimated dollar value per year of services that will be purchased from non-Virginia companies within the locality | \$ 1,000,000.00 |
| 7. | Estimated number of regular employees on year round basis | 165 |
| 8. | Average annual salary per employee | \$81,564.00 |

Chairman, Industrial Development Authority

of the City of Alexandria

**RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF ALEXANDRIA, VIRGINIA**

WHEREAS, the Industrial Development Authority of the City of Alexandria (the “Authority”) has considered the request of PAEGR Properties LLC, a Virginia limited liability company (the “Borrower”) whose sole member is National Industries for the Blind, a New York non-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), for modification of the terms of the Authority’s \$25,634,834.21 Revenue Bond (National Industries for the Blind Project) Series 2015 (the “Bond”), which was originally issued to assist the Borrower in financing or refinancing certain of the costs of one or more of the following: (i) all or a portion of the acquisition, development (in one or more phases), construction, furnishing and equipping of a new headquarters facility (the “Facility”) located or to be located on approximately 19,012 square feet of land within Land Bay G, Potomac Yard Town Center in Alexandria, Virginia; (ii) the acquisition, installation and equipping of furniture, fixtures, equipment and office technology within the Facility and other property functionally related and subordinate thereto; and (iii) certain other eligible expenditures (collectively, the “Project”) and has held a public hearing in connection therewith on December 6, 2016;

WHEREAS, the modifications to the Bond requested by the Borrower are expected to cause a deemed current refunding and reissuance of the Bond for federal income tax purposes;

WHEREAS, Section 147(f) of the Code provides that 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, including any reissuance, of such bonds;

WHEREAS, the Authority issues its bonds on behalf of the City of Alexandria, Virginia (the “City”), the facilities of the Borrower described above are located in the City, and the City Council of the City (the “Council”) constitutes the highest elected governmental unit of the City;

WHEREAS, the Authority has recommended that the Council approve the reissuance of the Bond; and

WHEREAS, a copy of the Authority’s resolution approving the modifications to and reissuance of the Bond, a certificate of the public hearing and a Fiscal Impact Statement for the Project have been filed with the Council.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF ALEXANDRIA, VIRGINIA:

1. The Council approves the reissuance of the Bond 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 modify the Bond to assist in refunding the Project.

2. The approval of the reissuance of the Bond does not constitute an endorsement to a prospective purchaser of the Bond of the creditworthiness of the Bond or the Borrower.

3. The modification and reissuance of the Bond as requested by the Borrower will not constitute a debt or pledge of the faith and credit of the Commonwealth of Virginia or the City of Alexandria, 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 the Bond.

4. The approval of the reissuance of the Bond contained in this resolution is independent of any other approval or approvals by the Council or the City that may be required in connection with the Project (the "Additional Approvals"), and nothing contained in this resolution shall be construed to imply that any such Additional Approvals will be granted or to bind the Council or the City in any way with respect to any Additional Approvals.

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

Adopted December 13, 2016

Mayor
City of Alexandria, Virginia

ATTEST:

City Clerk

**RESOLUTION OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF ALEXANDRIA
AUTHORIZING, AMONG OTHER THINGS, AN AMENDMENT TO BOND
PURCHASE AND LOAN AGREEMENT AND AN AMENDED AND RESTATED
ALLONGE TO BOND WITH RESPECT TO ITS \$25,634,834.21 REVENUE BOND
(NATIONAL INDUSTRIES FOR THE BLIND PROJECT) SERIES 2015**

A. The Industrial Development Authority of the City of Alexandria (the “Authority”) is duly organized under the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2 of the Code of Virginia of 1950, as amended (the “Act”). In furtherance of the Act’s purposes, the Authority agreed to assist National Industries for the Blind (“NIB”) and its affiliate, PAEGR Properties LLC (“PAEGR”) in financing all or a portion of the costs of a new headquarters facility located or to be located on approximately 19,012 square feet of land within Land Bay G, Potomac Yard Town Center in Alexandria, Virginia, together with furniture, fixtures, equipment and office technology therein and other property functionally related and subordinate thereto (the “Project”). On October 27, 2015, the Authority issued its \$25,634,834.21 Revenue Bond (National Industries for the Blind Project) Series 2015 (the “Bond”) and sold the Bond to STI Institutional & Government, Inc. (“STING”).

B. The Bond was issued pursuant to the Bond Purchase and Loan Agreement dated as of October 27, 2015 (the “Original BPLA”), as amended by the Amendment Agreement dated as of June 30, 2016 (the “Amendment” and, together with the Original BPLA, the “BPLA”), each among the Authority, PAEGR, NIB and STING. In connection with the Amendment, the Authority approved, executed and delivered the Allonge to Bond dated June 30, 2016 (the “Original Bond Allonge”).

C. PAEGR, NIB, STING and SunTrust Bank have now agreed to certain further modifications (the “Modifications”) to the terms of certain Financing Instruments (as defined in the BPLA), including the BPLA and the Bond, and have requested the Authority’s assistance in effecting the Modifications.

D. The Modifications to the BPLA and the Bond will be reflected in the following documents which the Authority proposes to execute in connection therewith, substantially final forms of which have been submitted to this meeting: (i) the Amendment to Bond Purchase and Loan Agreement to be dated as of the date of closing on the Modifications (the “BPLA Amendment”); and (ii) the Amended and Restated Allonge to Bond to be dated as of the date of the closing on the Modifications (the “Amended and Restated Bond Allonge”) and to be delivered by the Authority to STING. The BPLA Amendment and the Amended and Restated Bond Allonge are referred to collectively as the “Authority Modification Documents.”

E. The Modifications are expected to cause a deemed current refunding and reissuance of the Bond for federal income tax purposes and to include an extension of the weighted average maturity of the Bond.

F. In connection with the Modifications, a public hearing has been held as required by Section 147(f) of the Code and Section 15.2-4906 of the Act.

After careful consideration and in furtherance of the public purposes for which the Authority was created, **NOW, THEREFORE, BE IT RESOLVED THAT:**

1. The Authority Modification Documents shall be in substantially the form submitted to this meeting, except that the Authority approves any changes, insertions or omissions (including changes in the date thereof and changes in the terms of the Authority Modification Documents and the other Financing Instruments required to be amended to reflect the Modifications) so long as they do not materially adversely affect the interests of the Authority and are approved by the Chairman or Vice Chairman of the Authority, whose approval shall be evidenced conclusively by the execution and delivery of the Authority Modification Documents in final form.

2. The Chairman and the Vice Chairman of the Authority are each authorized to execute and deliver the Authority Modification Documents on behalf of the Authority, and, if required, the Secretary and any Assistant Secretary of the Authority are each authorized to affix the seal of the Authority to the Authority Modification Documents and to attest such seal. Each officer of the Authority is authorized to execute and deliver on behalf of the Authority such instruments, documents or certificates (including, without limitation, Internal Revenue Service Form 8038 and certificates and other documents relating to non-arbitrage and tax compliance), and to do and perform such things and acts, as they shall deem necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Authority Modification Documents or such instruments, documents or certificates, and all of the foregoing previously done or performed by such officers of the Authority are in all respects approved, ratified and confirmed.

3. The Authority hereby approves an amendment or allonge to the Note (as defined in the BPLA), as amended, as may be necessary or desirable to reflect the modification of the Bond pursuant to the Authority Modification Documents.

4. The Borrower has agreed to indemnify the Authority and pay the Authority's administrative fees as provided in the BPLA. All fees, costs and expenses in connection with the Modifications, including, the Authority's administrative fees (including without limitation the Authority's refunding application fee of \$5,000) and the fees, costs and expenses of bond counsel, counsel to the Authority and counsel to STING and SunTrust Bank, shall be paid by the Borrower, and the Authority shall have no responsibility therefor.

5. The Authority recommends that the City Council of the City of Alexandria, Virginia (the "City Council") approve the reissuance of the Bond.

6. The Authority Modification Documents may not be executed and delivered by the Authority, nor may the Bond be reissued pursuant to this Resolution, until such time as the reissuance of the Bond has been approved by the City Council.

7. This Resolution will take effect immediately.

CERTIFICATE

The undersigned Secretary of the Industrial Development Authority of the City of Alexandria (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 December 6, 2016, in accordance with law with a quorum present and acting throughout, and that such resolution has not been repealed, revoked, rescinded, or amended but is in full force and effect on the date hereof.

Given under my hand this 6th day of December, 2016.

Assistant Secretary, Industrial Development
Authority of the City of Alexandria

(SEAL)