

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ALEXANDRIA,
VIRGINIA WITH RESPECT TO INDUSTRIAL DEVELOPMENT AUTHORITY
FINANCING FOR AMERICAN ACADEMY OF OTOLARYNGOLOGY – HEAD AND
NECK SURGERY FOUNDATION, INC.**

WHEREAS, the Industrial Development Authority of the City of Alexandria (the “Authority”) has considered the application of American Academy of Otolaryngology – Head and Neck Surgery Foundation, Inc. (the “Borrower”), a corporation which is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), requesting the issuance of the Authority’s revenue bonds in an amount not to exceed \$8,350,000 (the “2017 Bonds”) to assist the Borrower in (a) refunding all or a portion of the Authority’s outstanding Headquarters Facilities Revenue Bonds (American Academy of Otolaryngology – Head and Neck Surgery Foundation, Inc.), Series 2008A (Taxable) and Series 2008B (Tax-Exempt) (the “2008 Bonds”) which were issued for the purpose of financing or refinancing certain costs of (i) the acquisition, development, construction, renovation and equipping of an approximately 28,000 square foot five story office building located at 1650 Diagonal Road in the City of Alexandria and the acquisition of a parking lot located at 100 Daingerfield Street in the City of Alexandria, (ii) minor improvements to the Borrower’s former headquarters facilities located at One Prince Street in the City of Alexandria, along with leasing commissions, moving costs and other related costs and (iii) the issuance of the 2008 Bonds, letter of credit or other credit enhancement costs, capitalized interest, working capital and other eligible expenditures; (b) funding swap breakage costs in connection with the refunding of the 2008 Bonds; and (c) funding certain costs of issuance of the 2017 Bonds (collectively, the “Project”) and has held a public hearing in connection therewith on December 5, 2017;

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 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 issuance of the 2017 Bonds; and

WHEREAS, a copy of the Authority’s resolution approving the issuance of the 2017 Bonds, subject to the terms to be agreed upon, a certificate of the public hearing and a Fiscal Impact Statement have been filed with the Council.

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

1. The Council approves the issuance of the 2017 Bonds 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 to assist in the financing of the Project.

2. The approval of the issuance of the 2017 Bonds does not constitute an endorsement to a prospective purchaser of the 2017 Bonds or the creditworthiness of the 2017 Bonds or the Borrower.

3. The issuance of revenue bonds 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 2017 Bonds. Neither the City of Alexandria, Virginia nor the Authority shall be obligated to pay the 2017 Bonds or the interest thereon or other costs incident thereto except from the revenues and money pledged therefor.

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

Adopted December 12, 2017.

Mayor
City of Alexandria, Virginia

ATTEST:

City Clerk