

**RESOLUTION OF THE BOARD OF
H2O COMMUNITY DEVELOPMENT AUTHORITY**

WHEREAS, by Ordinance adopted on September 28, 2005 (the "Ordinance"), the City Council of the City of Hampton, Virginia (the "City Council") created the H2O Community Development Authority ("the Authority," also referred to as "the Corporation") pursuant to the Virginia Water and Waste Authorities Act, Chapter 51, Title 15.2 of the Code of Virginia, as amended ("the Act");

WHEREAS, the City Council adopted Articles of Incorporation for the Authority, which were filed with the State Corporation Commission as required by the Act;

WHEREAS, the Authority adopted Bylaws for the Authority on January 26, 2006;

WHEREAS, the Articles of Incorporation and the Bylaws each set forth the manner in which Authority board members are appointed and the length of board members' terms;

WHEREAS, the initial Articles of Incorporation and the Bylaws failed to address subsequent terms;

WHEREAS, the initial Articles of Incorporation provide that four members of the Authority board shall be recommended by the Hampton Redevelopment and Housing Authority ("HRHA") and Sandler at Coliseum Central, L.L.C. ("Sandler"), collectively the "petitioner" under the Ordinance;

WHEREAS, neither HRHA nor Sandler currently owns real estate within the Authority district;

WHEREAS, the Authority board wishes to recommend to the City Council that the City Council enact amendments to the Authority's Articles of Incorporation to permit subsequent staggered terms for the board members and remove the requirement that four board members be recommended by HRHA and Sandler;

WHEREAS, the Authority board wishes to amend its Bylaws consistent with the proposed amendments to the Articles of Incorporation to permit subsequent staggered terms for the board members; and

WHEREAS, the Bylaws of the Authority are subject to change pursuant to their terms and under Section 15.2-5113 of the Code of Virginia 1950, as amended.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE H2O COMMUNITY DEVELOPMENT AUTHORITY:


1. Recommendation to City Council to Amend the Articles of Incorporation of the Authority. The Authority hereby recommends to the City Council that the City Council enact amendments to the Authority's Articles of Incorporation to permit subsequent staggered terms for the board members and remove the requirement that four board members be recommended by HRHA and Sandler.

2. Amendment to ARTICLE II – Section 202 – Number, Appointment and Terms of Board Members of the Authority’s Bylaws. Article II – Section 202 of the Bylaws of the H2O Community Development Authority shall be amended and restated as follows:

“There shall be five Board Members who shall be appointed by City Council in accordance with the Ordinance adopted by City Council on September 28, 2005 creating the Authority, a Resolution adopted by City Council on June 14, 2017 and Section 15.2-5113 of the Act. Except for Board Members appointed by City Council in 2017 to serve terms of one year, two years, three years and four years, as set forth in the Resolution adopted by City Council on June 14, 2017, Board Members shall serve four year terms.”

This resolution shall take effect immediately upon its adoption; provided, however, the amendments set forth in Section 2 of this resolution shall take effect upon adoption of the City Council of its resolution to amend the Articles of Incorporation of the Authority on or about June 14, 2017.

ADOPTED this 15th day of May, 2017.


Secretary, H2O Community Development
Authority