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AUG 19 2016

CERTIFICATION OF
CORPORATE RESOLUTION

PLANNING DEPT.

The undersigned President of **Franciscus Homes, Inc.**, a Virginia corporation (the "Corporation"), does hereby certify that Gary L. Werner is the Chief Operating Officer of the Corporation and that the following is a true and correct copy of the resolution adopted by the Board of Directors without a meeting:

WHEREAS, the Corporation is the developer of certain real property located on Power Plant Parkway in the City of Hampton, Virginia (the "Property"), and more particularly described as follows:

All that certain tract, piece or parcel of land located in the City of Hampton, Virginia, identified as "PARCEL A1, SOUTH MOYOCK DEVELOPMENT LLC, LAND RECORD SERIAL NUMBERS: 3004765, 3004766, 3004773, 3004774, 3004775, & 3004776, 25.674 ACRES ±" on that certain plat entitled "PROPERTY LINE VACATION PLAT, TIDES AT NEWMARKET, DESIGNATED AS LAND RECORD SERIAL NUMBERS: 3004765, 3004766, 3004773, 3004774, 3004775, & 3004776, HAMPTON, VIRGINIA", dated May 24, 2016, made by Hayden Frye and Associates, Inc., Land Surveyors, and recorded in the Clerk's Office of the Circuit Court for the City of Hampton, Virginia, in Plat Book 4, page 159.

WHEREAS, the Corporation desires to develop the Property as condominiums.

WHEREAS, because of certain changes that the Corporation desires to make to the development of the Property, the Corporation is required to have the Property rezoned.

NOW, THEREFORE, be it resolved that Gary L. Werner as Chief Operating Officer of the Corporation is authorized, empowered and directed, in the name and on behalf of the Corporation to execute, acknowledge and deliver the rezoning application and any additional transactional documents that may be necessary or desirable in connection with such application.

The undersigned President hereby certifies that the foregoing Resolution remains in full force and effect.

IN WITNESS WHEREOF, the undersigned President of the Corporation has signed this instrument.

Effective Date: August 18, 2016



Eric W. Anderson, President

Attest:



Russell S. Clark, Vice President

CERTIFICATION OF
COMPANY RESOLUTION

The undersigned Members of **South Moyock Development, LLC**, a North Carolina limited liability company (the "Company"), do hereby certify that Gary L. Werner and Jerry L. Bowman are the Co-Managers of the Company and that the following is a true and correct copy of the resolution adopted by the Members of the Company without a meeting:

WHEREAS, the Company is the owner of certain real property located on Power Plant Parkway in the City of Hampton, Virginia (the "Property"), and more particularly described as follows:

All that certain tract, piece or parcel of land located in the City of Hampton, Virginia, identified as "PARCEL A1, SOUTH MOYOCK DEVELOPMENT LLC, LAND RECORD SERIAL NUMBERS: 3004765, 3004766, 3004773, 3004774, 3004775, & 3004776, 25.674 ACRES ±" on that certain plat entitled "PROPERTY LINE VACATION PLAT, TIDES AT NEWMARKET, DESIGNATED AS LAND RECORD SERIAL NUMBERS: 3004765, 3004766, 3004773, 3004774, 3004775, & 3004776, HAMPTON, VIRGINIA", dated May 24, 2016, made by Hayden Frye and Associates, Inc., Land Surveyors, and recorded in the Clerk's Office of the Circuit Court for the City of Hampton, Virginia, in Plat Book 4, page 159.

WHEREAS, Franciscus Homes, Inc. has been engaged by the Company to develop the Property as multifamily condominium residences.

WHEREAS, because of certain changes that Franciscus Homes, Inc. desires to make to its plans for development of the Property, the Property must be rezoned.

NOW, THEREFORE, be it resolved as follows:

- A. Franciscus Homes, Inc. as the developer of the Property and as agent for the Company is authorized, empowered and directed, in the name and on behalf of the Company to execute, acknowledge and deliver the rezoning application and any additional transactional documents that may be necessary or desirable in connection with such application; and
- B. Gary L. Werner and Jerry L. Bowman as Co-Managers of the Company also are authorized, empowered and directed, in the name and on behalf of the Company to execute, acknowledge and deliver the rezoning application and any additional transactional documents that may be necessary or desirable in connection with such application.

The undersigned hereby certifies that the foregoing Resolution remains in full force and effect.

IN WITNESS WHEREOF, the undersigned Members of the Company have signed this instrument as of August 18, 2016.

FRANK R. SPADEA DECLARATION OF TRUST
dated March 15, 2002

By:  _____
Jerry L. Bowman, Sole Acting Co-Trustee

VIRGINIA LAND TRUST DATED MARCH 17, 1988, LLC

By:  _____
Jerry L. Bowman, Manager