

**RESOLUTION OF THE ECONOMIC DEVELOPMENT AUTHORITY OF
THE CITY OF HARRISONBURG, VIRGINIA, AUTHORIZING THE
ISSUANCE AND SALE OF REVENUE BONDS IN AN AMOUNT NOT TO
EXCEED \$30,000,000 FOR THE BENEFIT OF EASTERN MENNONITE
UNIVERSITY BY PUBLIC SALE**

WHEREAS, the Economic Development Authority of the City of Harrisonburg, Virginia (the "Authority"), a political subdivision of the Commonwealth of Virginia (the "Commonwealth"), is empowered by the Industrial Development and Revenue Bond Act, Chapter 49, Title 15.2, Code of Virginia of 1950, as amended (the "Act"), to issue its revenue bonds to finance or refinance the construction and equipping of facilities for private, accredited and nonprofit institutions of elementary, or secondary education in the Commonwealth whose primary purpose is to provide elementary, or secondary education; and

WHEREAS, the Authority has received a request from Eastern Mennonite University (the "Borrower"), to issue and sell its revenue bonds (the "Bonds") from time to time, in one or more tax-exempt or taxable series, pursuant to the Act, to provide funds to make a loan to the Borrower:

(1) to finance certain capital improvements at the Borrower's main campus, which consists of approximately 97 total acres with a street address of 1200 Park Road, Harrisonburg, Virginia 22802 (the "Main Campus"), including but not limited to, (a) renovating, replacing and installing new HVAC, roofs, plumbing, electrical, (b) expansion, renovation and equipping of dining facilities, (c) expansion, renovation, and equipping of various academic buildings, dormitories and athletic facilities and (d) construction, installation and equipping of a new approximately 6,000 square foot academic building (the "New Money Projects");

(2) to refinance certain indebtedness incurred for the acquisition, improvement, installation and equipping of certain capital improvements at the Main Campus, including renovations to the University Commons building, track and field and athletic facility improvements;

(3) to refund the outstanding principal amount of the Industrial Development Authority of the Town of Broadway, Virginia Educational Facilities Revenue Bond (Eastern Mennonite University), Series 2008 (Bank Qualified) (the "Series 2008 Bond"), that originally financed (a) the demolishing of Oakwood Hall and acquisition, construction and equipping of a new residence hall on the Main Campus to replace Oakwood Hall, (b) the renovation, construction, reconstruction, expansion and equipping of existing residence halls, including Elmwood Hall, Maplewood Hall, and Parkwood Apartments, (c) the refunding in full of those certain \$6,870,000 Industrial Development Authority of the Town of Bridgewater, Virginia, Higher Education Facilities Revenue Refunding Bonds (Eastern Mennonite University), Series 1998 (Bank Qualified), (d) the refunding in full of existing obligations of the Borrower on the purchase money loans that financed the acquisition of the President's residence, and (e) the costs of issuance and other costs incident to the issuance of the Series 2008 Bond;

(4) to refund the outstanding principal amount of the Industrial Development Authority of the Town of Broadway, Virginia Educational Facilities Revenue Bond (Eastern Mennonite University), Series 2010 (Bank Qualified) (the "Series 2010 Bond"), that originally financed (a)

the renovation, construction, reconstruction, expansion and equipping of existing residence halls at the Main Campus, including Elmwood and Maplewood Halls, and (b) the costs of issuance and other costs incident to the issuance of the Series 2010 Bond;

(5) to refund the outstanding principal amount of the Virginia Small Business Financing Authority Taxable Qualified Energy Conservation Bond (Direct Pay) (Virginia SAVES Green Community Program – Eastern Mennonite University Project), Series 2016 (the "Series 2016 Bond"), that originally financed (a) the acquisition, development, construction, installation and equipping of energy efficiency improvements and related infrastructure at various facilities on the Main Campus and (b) the costs of issuance and other costs incident to the issuance of the Series 2016 Bond; and

(6) to finance amounts required for reserves, costs of issuance, capitalized interest, working capital and other financing expenses related to the issuance of the Bonds (collectively (1) through (6), the "Plan of Finance"); and

WHEREAS, on June 10, 2025, an inducement resolution was adopted by the Authority and a public hearing was held as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 15.2-4906 of the Code of Virginia of 1950, as amended (the "Virginia Code"); and

WHEREAS, the Authority desires to authorize the issuance of the Bonds, and the documents evidencing and securing the Bonds, subject to the approval of the City Council of the City of Harrisonburg, Virginia (the "City Council"), as required by Section 15.2-4906(C) of the Virginia Code; and

WHEREAS, the Authority may issue one or more series of Bonds under one or more Bond Trust Indentures (each a "Bond Indenture"), between the Authority and a bond trustee to be selected by the Borrower (the "Bond Trustee"). The Authority will loan the proceeds of such Bonds to the Borrower under one or more Loan Agreements (each a "Loan Agreement"), between the Authority and the Borrower; and

WHEREAS, to evidence the Borrower's obligations under the Loan Agreements, the Borrower will execute and deliver one or more promissory notes to secure the applicable series of Bonds (each a "Note" and together the "Notes"); and

WHEREAS, the Bonds issued under a Bond Indenture are expected to be offered for sale by Piper Sandler & Co. ("Piper") or a group of underwriters managed by such firm (collectively the "Underwriters"), under one or more Bond Purchase Agreements (each a "Bond Purchase Agreement") dated the date of its execution and delivery, among the Authority, the Borrower and Piper on behalf of itself or as a representative for the Underwriters; and

WHEREAS, the Bonds offered for sale by the Underwriters will be accompanied by a disclosure document in the form of an official statement in preliminary form to be dated the date of its delivery (the "Preliminary Official Statement"), prepared under the direction of the Borrower in connection with the offering and sale of those series of Bonds; and

WHEREAS, there have been presented to this meeting preliminary forms of the following instruments (the "Authority Documents") which the Authority, if a party thereto, proposes to execute or approve to carry out the transactions described above, copies of which instruments shall be filed with the records of the Authority:

- (a) a Bond Indenture, including the forms of the Bonds;
- (b) a Loan Agreement;
- (c) a Note, with the Authority's assignment thereof;
- (d) a Bond Purchase Agreement; and
- (e) a Preliminary Official Statement.

NOW, THEREFORE, BE IT RESOLVED BY THE ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF HARRISONBURG, VIRGINIA:

1. The Authority hereby finds and determines that the Plan of Finance will be in the public interest and will promote the commerce, safety, health, welfare, convenience or prosperity of the Commonwealth, and the City of Harrisonburg, Virginia (the "City") and their citizens and in particular will promote the provision of secondary education in the Commonwealth.

2. The issuance of the Bonds in one or more tax-exempt or taxable series, to be styled the "Economic Development Authority of the City of Harrisonburg, Virginia, Educational Facilities Revenue [and Refunding] Bonds (Eastern Mennonite University Project)" (with an appropriate series designation) for the purpose of financing the costs associated with the Plan of Finance is hereby authorized and approved, subject to the approval of the City Council, as required by Section 15.2-4906(C) of the Virginia Code.

3. The Bonds (a) shall be issued in an aggregate principal amount not to exceed \$30,000,000 (or, if requested by the Borrower, such higher amount as may constitute an "insubstantial deviation" under applicable federal tax law), (b) shall mature no later than 40 years from their issuance, (c) shall bear interest at fixed rates (as directed by the Borrower), provided that the true interest cost on the Bonds shall not exceed 10%, and (d) shall be substantially in the form attached as an exhibit to the Bond Indenture and shall be issued upon the terms set forth in the Bond Indenture.

4. The Bonds and the other Authority Documents are hereby approved in substantially the forms submitted to this meeting, with such changes as may be approved, with the advice of counsel to the Authority, by the Chair or Vice Chair of the Authority, whose approval shall be evidenced conclusively by the execution and delivery of the Authority Documents.

5. The execution, delivery and performance by the Authority of the Authority Documents are hereby authorized and approved. The execution of the Bonds and delivery against payment therefor, the amount of such payment to be disbursed in accordance with the terms of the Bond Indenture, are authorized.

6. The Chair and the Vice Chair of the Authority, either of whom may act, are each authorized to execute, on behalf of the Authority, the Bonds and the other Authority Documents, and, if required, the Secretary and Assistant Secretary of the Authority, either of whom may act, are each authorized to affix the seal of the Authority to the Bonds and the other Authority Documents (as needed) and to attest such seal.

7. The use and distribution by the Underwriters of the Preliminary Official Statement in the form on file with the Authority are in all respects authorized, ratified and approved. For purposes of Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c2-12"), the Chair or Vice Chair of the Authority, either of whom may act, are authorized to deem the Preliminary Official Statement relating to the Bonds final except for information permitted to be omitted under paragraph (b)(1) of such Rule. The Chair and Vice Chair of the Authority, either of whom may act, are authorized and directed to execute and deliver the Authority's approval of the final official statement (the "Official Statement") upon approval of its form, terms and conditions. Such officer's execution shall constitute conclusive evidence of his approval of such form, terms and conditions. Execution of the final Official Statement shall constitute conclusive evidence that the Official Statement has been deemed final within the meaning of Rule 15c2-12.

8. The use and distribution by the Underwriters of the Official Statement are hereby authorized and approved. The Official Statement shall be in substantially the form of the Preliminary Official Statement submitted to this meeting, which is hereby approved, with such completions, omissions, insertions and changes as may be approved by the Chair or Vice Chair, either of whom may act, and whose execution thereof shall constitute conclusive evidence of his or her approval of such form, terms and conditions.

9. The Chair and the Vice Chair of the Authority, either of whom may act, are authorized to execute and deliver on behalf of the Authority such instruments, documents or certificates, including but not limited to a tax compliance certificate and an Internal Revenue Service Form 8038, 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 Bonds, the other Authority 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 and confirmed.

10. Each officer of the Authority is authorized to execute and deliver on behalf of the Authority such instruments, documents or certificates, and to do and perform such things and acts, as he or she deems necessary or appropriate to carry out the transactions authorized by this Resolution or contemplated by the Bonds, the other Authority 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.

11. The Bonds and the other Authority Documents shall provide that neither the Commonwealth nor any political subdivision thereof, including the Authority and the City, shall be obligated to pay the obligations under the Bonds and the other Authority Documents except from the revenues, receipts and payments pledged therefor, and that neither the faith and credit nor the taxing power of the Commonwealth or any political subdivision thereof, including the Authority and the City, is pledged to the payment of such obligations. All costs and expenses of

the Authority in connection with the issuance of the Bonds and actions taken pursuant to this Resolution, including the fees and expenses of counsel to the Authority, will be paid by the Borrower or paid from the proceeds of the Bonds.

12. The Authority determines that the issuance of the Bonds in accordance with the terms of the Bond Indenture and all actions of the Authority contemplated thereunder will be in furtherance of the purposes for which the Authority was organized.

13. No Bonds may be issued pursuant to this Resolution until such time as the issuance of the Bonds has been approved by the City Council.

14. Subject to paragraph 13, this Resolution shall take effect immediately upon its adoption.

[Signature Page Follows]

CERTIFICATE

The undersigned Secretary of the Economic Development Authority of the City of Harrisonburg, Virginia (the "Authority"), hereby certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the Directors of the Authority at a meeting duly called and held on June 10, 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 the following signature and seal of the Authority as of June 10, 2025.

Secretary, Economic Development Authority of the
City of Harrisonburg, Virginia

[SEAL]