GENERAL CERTIFICATE OF  
WESTMINSTER-CANTERBURY OF THE BLUE RIDGE  

The undersigned officers of Westminster-Canterbury of the Blue Ridge ("Westminster-Canterbury") hereby certify as of October 4, 2016 (the "Closing Date"), as follows:

1. This Certificate is being delivered in connection with the issuance by the Economic Development Authority of Albemarle County, Virginia (the "Authority"), of its $39,500,000 Residential Care Facility Mortgage Revenue Refunding Bond (Westminster-Canterbury of the Blue Ridge), Series 2016B (the "Series 2016B Bond"). The Series 2016B Bond is being issued pursuant to a Bond Purchase and Loan Agreement dated as of October 1, 2016 (the "Bond Purchase and Loan Agreement"), among the Authority, Westminster-Canterbury and STI Institutional & Government, Inc. (the "Lender").

2. Westminster-Canterbury is a nonstock, not-for-profit corporation duly incorporated, validly existing and in good standing under the laws of Virginia.

3. Exhibit A is a true, correct and complete copy of the Articles of Incorporation of Westminster-Canterbury, which are in full force and effect and have not been amended as of the date of this Certificate.

4. Exhibit B is a true, correct and complete copy of the Bylaws of Westminster-Canterbury, which are in full force and effect and have not been amended as of the date of this Certificate.

5. Exhibit C is a true, correct and complete copy of the unanimous written consent adopted by the Executive Committee of the Board of Trustees of Westminster-Canterbury effective as of June 20, 2016. Such resolution is in full force and effect as of the date of this Certificate and has not been modified or amended in any respect.

6. The following documents shall be referred to in this Certificate as the "Documents":

A. the Bond Purchase and Loan Agreement;

B. a Seventh Supplement to Master Trust Indenture dated as of October 1, 2016 (the "Seventh Supplement") among Westminster-Canterbury, Westminster-Canterbury of the Blue Ridge Foundation (the "Foundation") and U.S. Bank National Association, as master trustee (the "Master Trustee"), supplementing a Master Trust Indenture dated as of March 1, 2007 (as previously supplemented and amended the "Master Trust Indenture"), between Westminster-Canterbury and the Master Trustee;

C. Promissory Note Constituting Obligation No. 9 dated as of the date of its delivery;
D. a Modification to Deed of Trust and Security Agreement dated as of October 1, 2016, among Westminster Canterbury, such deed of trust trustee as named therein and the Master Trustee; and


7. Westminster-Canterbury has duly authorized, by all necessary action, the execution, delivery, receipt and due performance of the Documents.

8. Attached hereto as Exhibit D is a true copy of a current letter of the United States Treasury Department, Internal Revenue Service, dated June 9, 1992, determining the tax-exempt status of Westminster-Canterbury. Westminster-Canterbury has not received any other letters or notice from the Internal Revenue Service specifically revoking or in any way questioning or threatening the status of Westminster-Canterbury as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or an organization that is not a private foundation as defined in Section 509(a) of the Code.

9. Attached hereto as Exhibit E is a true copy of a certificate issued by the State Corporation Commission of the Commonwealth of Virginia certifying as to the continued corporate existence and good standing of Westminster-Canterbury under the laws of the Commonwealth of Virginia.

10. Each of the representations and warranties of Westminster-Canterbury contained in the Documents has been examined by the undersigned and is true, accurate and complete as of the date of this Certificate. Westminster-Canterbury has performed all of its obligations under the Documents required to be performed by it at or before the date of this Certificate.

11. There is no action, suit, proceeding, inquiry or investigation at law or in equity or before or by any court, public board or body pending or, to the knowledge of Westminster-Canterbury, threatened against or affecting Westminster-Canterbury that contests the due organization or existence of Westminster-Canterbury or wherein an unfavorable decision, ruling or finding would have a material adverse effect on the financial condition of Westminster-Canterbury, the operation by Westminster-Canterbury of its facilities and its other properties, the execution and delivery of the Documents, the functioning of Westminster-Canterbury or payment by Westminster-Canterbury of amounts due under the Documents in the manner and at the times required thereby, or the transactions contemplated by the Bond Purchase and Loan Agreement or that would have an adverse effect on the validity or enforceability of the Series 2016B Bond or the Documents.

12. As of the date hereof, no event or condition has happened, is happening or exists that constitutes, or that, with notice or lapse of time or both, would constitute an event of default under any of the Documents or any other loan agreement, indenture or similar instrument to which it is a party.

13. Westminster-Canterbury has no knowledge of any defect in the title to or any encumbrance upon the Mortgaged Premises, as defined in the Master Indenture, that is not mentioned in the mortgagee title insurance policy on the Real Estate for the benefit of the Master

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Trustee in the face amount of $83,976,815.00, issued by First American Title Insurance Company (the "Title Insurance Policy"). All liens and encumbrances on the Mortgaged Premises reflected in the Title Insurance Policy are Permitted Liens as defined in the Master Indenture and will not materially adversely affect Westminster-Canterbury's use of the Mortgaged Premises. To the best of its knowledge, there are no other security interests on such collateral which would take priority over the security interests created by the Master Indenture, and the lien created by the Deed of Trust constitutes a first mortgage lien on the Mortgaged Premises.

14. As required by Section 3.07(a)(1) of the Master Indenture, the Long-Term Debt Service Coverage Ratio, taking into account all Outstanding Long-Term Indebtedness and Long-Term Indebtedness to be incurred in connection with Obligation No. 9 as is incurred at the beginning of Westminster-Canterbury's immediately preceding Fiscal Year (the most recent Fiscal Year for which audited financial statements are available), is not less than 1.20, as shown on Exhibit F.

15. To the best of the undersigned's knowledge, the Lender, as Holder of Obligation No. 9, is not acquiring Obligation No. 9 directly or indirectly with the assets of, or in connection with any arrangement or understanding by it in any way involving, an employee benefit plan with respect to which (i) any employee of any Member or the Master Trustee, in its individual capacity, is a participant or (ii) any Member or the Master Trustee, in its individual capacity, or any or their affiliates is otherwise a party in interest, all within the meaning of the Employee Retirement Income Security Act of 1974, as amended.

16. Westminster-Canterbury (i) has reviewed and understands the nature and structure of the transactions relating to the issuance of the Series 2016B Bond and (ii) has reviewed and is familiar with the provisions of all of the documents and instruments relating to the issuance of the Series 2016B Bond to which it is a party or of which it is a beneficiary.

17. Westminster-Canterbury has in full force and effect the policies of insurance required by the financing documents relating to the Series 2016B Bond, and the evidences of such insurance contained in the transcript of proceedings relating to the issuance of the Series 2016B Bond of which this Certificate forms a part accurately represent such policies as of the date hereof.

18. There are no facts known to Westminster-Canterbury that it has failed to disclose to the Lender that: (i) materially adversely affect or will materially adversely affect its operations, affairs, properties, conditions or prospects (financial or otherwise); (ii) affect the security or credit of, or the validity of, the Series 2016B Bond; (iii) cause any of the documentation or information previously submitted to the Lender by or on behalf of Westminster-Canterbury to be untrue or misleading; (iv) give cause to allow the Lender or subsequent purchasers the right not to purchase such Series 2016B Bond; or (v) affect the ability of Westminster-Canterbury to make payments under the Bond Purchase and Loan Agreement and Obligation No. 9.

19. All consents, approvals, authorizations and orders of, and filings, registrations and qualifications with, any governmental or regulatory authority which are required to be obtained or performed by or on behalf of the Westminster-Canterbury for the consummation of the
transactions contemplated by the Documents have been duly, or will be, validly obtained or performed and are or will be in full force and effect. All licenses, consents, permits, approvals or authorizations, of any federal, state or local governmental issuer required on the part of Westminster-Canterbury to be obtained in connection with the acquisition and construction of the project financed with the proceeds of the Series 2016B Bond, the execution and delivery of the Documents, the performance by Westminster-Canterbury of its obligations hereunder and hereunder and the consummation of the transactions contemplated thereby, have been duly obtained or are expected to be obtained in the ordinary course.

20. All requirements and conditions to the issuance of Obligation No. 9 set forth in the Master Trust Indenture and the Supplement have been complied with and satisfied.

21. Attached as Exhibit G is a list of all Obligations of the Westminster-Canterbury Outstanding on the Closing Date and a list of the holders of such Obligations.

[Signature Page Follows]
IN WITNESS WHEREOF, the undersigned officers are signing this General Certificate of Westminster-Canterbury of the Blue Ridge as of the Closing Date.

WESTMINSTER-CANTERBURY OF THE BLUE RIDGE

By:  
Gary B. Selmeczi  
President and Chief Executive Officer

By:  
Mary P. Clements  
Assistant Treasurer and Chief Financial Officer

[SEAL]

The undersigned counsel to Westminster-Canterbury of the Blue Ridge hereby certifies that the officers who executed the foregoing Certificate are the duly elected and qualified incumbents of the offices indicated and that their signatures as appearing on the foregoing Certificate are true and genuine.

McGinnis Woods LLP  
Counsel, Westminster-Canterbury of the Blue Ridge

[Signature Page to General Certificate of Westminster-Canterbury of the Blue Ridge]
EXHIBITS:
A - Articles of Incorporation
B - Bylaws
C - Unanimous Written Consent of the Executive Committee of the Board of Trustees effective as of June 20, 2016
D - IRS Determination Letter
E - Certificate of Good Standing for Westminster-Canterbury of the Blue Ridge
F - Additional Bonds Test
G - Outstanding Debt Table
ARTICLES OF RESTATEMENT
OF
WESTMINSTER-CANTERBURY OF THE BLUE RIDGE

The undersigned, on behalf of the nonstock corporation, Westminster-Canterbury of the Blue Ridge (the "Corporation"), pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the Corporation immediately prior to restatement is Westminster-Canterbury of the Blue Ridge.

2. The restatement amends the Articles of Incorporation of the Corporation.

3. The text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto.

4. The Amended and Restated Articles of Incorporation of the Corporation were adopted by the Board of Trustees of the Corporation on August 22, 2013.

5. The restatement was adopted at a meeting of the Board of Trustees of the Corporation by vote of at least two-thirds of the Trustees in office. Member approval of the restatement was not required because the Corporation has no members.

Executed in the name of the Corporation by:

WESTMINSTER-CANTERBURY OF THE BLUE RIDGE

By: [Signature]
Alan N. Culbertson
Chair of the Board of Trustees

Date: September 2, 2013
WESTMINSTER-CANTERBURY OF THE BLUE RIDGE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. **Name.** The name of the corporation is "Westminster-Canterbury of the Blue Ridge" (hereinafter the "Corporation").

2. **Purposes and Restrictions.**

   (a) The Corporation is organized and shall be operated at all times not-for-profit and exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (all reference herein to such sections of such Code include the corresponding provision of any future United States Internal Revenue law). Solely in furtherance thereof the Corporation shall:

      (i) Establish and operate housing and health-care facilities in a manner designed to meet the needs of elderly persons;

      (ii) Engage in any and all lawful activities incidental to the foregoing purpose except as limited herein.

   (b) No part of the Corporation's net earnings shall inure to the benefit of any private individual (including any trustee or officer of the Corporation or similar person), except that reasonable compensation may be paid for personal services actually rendered to or for the Corporation.

   (c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

   (d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended,
or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended.

3. **Members.** The Corporation shall have no members.

4. **Trustees.**
   
   (a) **Number of Trustees and Composition.** The number and composition of individuals constituting a Board of Trustees of the Corporation shall be fixed in accordance with the Bylaws of the Corporation. At the first regular meeting of the Board of Trustees following the date of the Certificate of Restatement and at any time thereafter as it from time to time determines to be appropriate, the Board of Trustees shall determine the total number of trustees constituting the Board of Trustees.
   
   (c) **Vacancies.** Vacancies shall be filled by the Board of Trustees.
   
   (d) **Term; Removal; Re-Election.** Subject to the staggering provision in Article 4(e), the term of trustees shall be for three (3) years, provided that if a vacancy occurs prior to the expiration of a term, the successor shall serve for the balance of the predecessor trustee's term. The unexcused absence of a trustee from three (3) regular meetings of the Board of Trustees within any one (1) year period shall be cause for removal of such Trustee from the Board of Trustees by the Board of Trustees. Such removal of a trustee may occur at a regular or special meeting of the Board of Trustees as long as the notice for such meeting states that the purpose, or one of the purposes, of the meeting is removal of the trustee or trustees. The Board of Trustees shall have exclusive authority to determine whether an absence is excused or unexcused. Trustees shall be eligible for re-election, provided that a trustee who has served three consecutive three-year terms shall spend at least one calendar year out of the office before the trustee may be re-elected. Notwithstanding the foregoing, trustees may be re-elected for additional term(s) beyond three consecutive three-year terms without the requirement to be out of office for at least one (1) calendar year where the Board of Trustees determines that continued service on the Board of Trustees is in the best interests of the Corporation, for example, during a period of high turnover of trustees or officers, or during major capital projects, or in other extenuating circumstances.
(e) **Staggering of Terms.** The election of trustees shall be staggered in accordance with the following procedure: at the first regular meeting of the Board following the date of the Certificate of Restatement, the trustees shall be divided into three classes each containing, as near as may be, one-third of the total number of trustees. The three classes shall be staggered successively, with the term of one class expiring each year thereafter.

5. **Dissolution.** In the event of the dissolution of final liquidation of the Corporation (a) none of the property of the Corporation or any proceeds thereof shall be distributed to or divided among any of the officers or trustees of the Corporation or inure to the benefit of any individual; and (b) after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made therefor, then all remaining property of the Corporation and the proceeds thereof shall be distributed by the trustees of the Corporation to an organization or organizations engaged in activities substantially similar to those of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; any such distributee shall be qualified as an organization exempt from taxation within the meaning of Section 501(c)(3), Section 170(c)(1) and Section 170(c)(2) of the Internal Revenue Code, and provided further that if there is no such organization, then such distribution shall be made to an organization which does so qualify, upon the condition that such organization receiving such distribution shall apply and devote such assets exclusively for the aforementioned purposes.
The State Corporation Commission has found the accompanying articles submitted on behalf of Westminster-Canterbury of the Blue Ridge to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the Commission, effective September 18, 2013.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

James C. Dimitri
Commissioner
Commonwealth of Virginia

State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Westminster-Canterbury of the Blue Ridge on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.

Signed and Sealed at Richmond on this Date:
September 26, 2016

Joel H. Peck, Clerk of the Commission
AMENDED AND RESTATED BYLAWS

OF

WESTMINSTER-CANTERBURY OF THE BLUE RIDGE

ARTICLE I.

OFFICES

Section 1.1. Principal Office. The principal office of Westminster-Canterbury of the Blue Ridge (the "Corporation") shall be at such place as the Board of Trustees may designate.

Section 1.2. Registered Office. The Registered Office of the Corporation in Virginia (as required by law) shall be at such place as the Board shall from time to time by resolution determine, and may, but need not, be at the principal office of the Corporation.

ARTICLE II.

BOARD OF TRUSTEES

Section 2.1. General Powers and Responsibilities. The Corporation shall be managed by a Board of Trustees (the "Board"). Corporate powers shall be exercised by the Board, except as otherwise provided by these Bylaws, by the Articles of Incorporation, or by law.

Section 2.2. Number of Trustees; Composition; Election. The number of trustees, composition, and election of the Board shall be determined in accordance with this Section 2.2. At the first regular meeting of the Board following the date of these Bylaws and at any time thereafter as it from time to time determines to be appropriate, the Board, by resolution adopted by a majority of the trustees then in office, shall determine the total number of trustees constituting the Board, which shall be not less than twelve (12) nor more than eighteen (18) persons, and, for the purposes of this Section 2.2, the number of trustees constituting a majority and a minority of the Board. The Board of Trustees of Westminster Presbyterian Homes, Inc. ("Westminster") and the Board of Trustees of Virginia Diocesan Homes, Inc. ("Canterbury") shall each elect half of the total number of trustees required to constitute a majority of the Board; provided, however, that the Board shall have the sole power to nominate to Westminster and Canterbury the individuals to be considered for election. The Board may elect a minority of trustees up to the total number of trustees as may be determined by the Board from time to time. In nominating and electing trustees, the Corporation shall ensure that the Board is composed of individuals qualified and possessing the skills necessary to represent the interests of residents and the larger community the Corporation serves, a portion of whom shall be independent from and unrelated to the Corporation and its President.
Section 2.3. **Term; Removal; Re-election.** Subject to the staggering provision of Section 2.4, the term of trustees shall be for three (3) years, provided that if a vacancy occurs prior to the expiration of a term, the successor shall serve for the balance of the predecessor trustee's term. The unexcused absence of any trustee from three (3) regular meetings of the Board within any one-year period may be cause for removal of such trustee from the Board by the Board. Such removal of a trustee may occur at a regular or special meeting of the Board so long as the notice for such meeting states that the purpose, or one of the purposes, of the meeting is the removal of the trustee or trustees. The Board shall have exclusive authority to determine whether an absence is excused or unexcused. In addition, any trustee may be removed by a majority vote of all trustees whenever the Board determines such removal will be in the best interests of the Corporation. Trustees shall be eligible for re-election, except that a trustee who has served three (3) consecutive three-year terms shall spend at least one (1) calendar year out of office before the trustee may be re-elected. Notwithstanding the foregoing, trustees may be re-elected for additional term(s) beyond three consecutive three-year terms without the requirement to be out of office for at least one (1) calendar year where the Board determines that continued service on the Board is in the best interests of the Corporation, for example, during a period of high turnover of trustees or officers, or during major capital projects, or in other extenuating circumstances.

Section 2.4. **Staggering of Terms.** The election of trustees shall be staggered in accordance with the following procedure: at the first regular meeting of the Board following the date of these Bylaws and as the Board may thereafter determine to be appropriate, the trustees shall be divided into three classes, each containing, as near as may be, one-third of the total number of trustees. Each class shall be appointed to a term of three (3) years. The terms of the three classes shall be staggered successively, with the term of one class expiring each year thereafter.

Section 2.5. **Vacancies.** Whenever a vacancy occurs on the Board, whether as a result of the expiration of a term, death, resignation, removal, refusal, ineligibility, inability to serve, an increase in Board size, or for any other reason, the vacancy shall be filled by Westminster, Canterbury, or the Board, whichever was initially entitled pursuant to Section 2.2 to elect the trustee whose office is vacant; provided, however, that the Board shall have the sole power to nominate to Westminster and Canterbury the individuals to be considered for election to fill vacancies. During the time that any vacancy remains unfilled, the remaining members of the Board shall be deemed to constitute the full Board and shall be empowered to act as such.

Section 2.6. **Meetings.** The Board may hold its meetings at such place or places as the Board may from time to time determine or at such place as shall be specified in the respective notices or waivers of notice thereof. Meetings may be convened with in-person attendance of members of the Board, or through any telephone, video, or web-based conferencing that permits members to simultaneously hear each other and interactively deliberate during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.7. **Regular Meetings.** Regular meetings of the Board conducted for the transaction of business shall be held at such frequency and at such times and dates as may be determined by the Board, but shall occur no less frequently than quarterly on a calendar year.
basis. The regular meeting held in December shall constitute the annual meeting.

Section 2.8. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair or by any two (2) or more trustees, or, at the direction of any of the foregoing, by the Secretary. Only business within the purpose or purposes described in the notice for a special meeting may be conducted at the meeting.

Section 2.9. Conduct of Meetings. The Chair of the Corporation shall preside over each meeting of the Board, or, in the Chair's absence, the Vice Chair or, in both the Chair's and Vice Chair's absence, the Secretary, shall preside as Acting Chair. An Assistant Secretary shall act as secretary of the meeting, or, in the absence of the an Assistant Secretary, any person appointed by the Chair, Vice Chair, or Acting Chair presiding over the meeting, shall act as secretary.

Section 2.10. Notice of Meetings. Unless required by resolution of the Board, notice of any regular meeting of the Board need not be given. Notice of each special meeting shall be given to each trustee not less than five (5) days before the date on which the meeting is to be held. Notice shall be delivered by hand; by United States mail or reliable overnight carrier to each trustee at his or her residence or business address; read to the trustee by telephone; or by e-mail or facsimile if so authorized by the trustee in question. Such notice shall be deemed to be delivered:

- If by hand, upon actual receipt by the trustee or his or her agent;
- If by United States mail or reliable overnight carrier, when deposited in the United States mail or with the carrier in a sealed envelope properly addressed, with postage prepaid;
- If by phone, when the trustee verbally confirms that the notice has been received, but shall not be deemed to be delivered when read into voice-mail or other telephone messaging device; or
- If by e-mail or facsimile, when directed to an e-mail address or facsimile number at which the trustee has consented to receive notice.

Every such notice shall state the time and place of the meeting. Notice of regular meetings need not specify the business to be transacted at, or the purpose or purposes of, the meeting. Notice of special meetings shall specify the business to be transacted at, and the purpose or purposes of, the meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 2.11. Waivers of Notice of Meetings. Anything in these Bylaws or in any resolution adopted by the Board to the contrary notwithstanding, proper notice of any meeting of the Board shall be deemed to have been given to any trustee if such notice shall be waived by the trustee in writing (including via e-mail or facsimile) before or after the meeting. A trustee who attends a meeting shall be deemed to have had timely and proper notice thereof, unless
the trustee, at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 2.12. Executive Session. During any meeting of the Board, upon request of the Chair, Vice Chair, or Acting Chair presiding at the meeting, the trustees may withdraw into a confidential executive session ("Executive Session") during which all individuals who are not trustees of the Corporation shall be excluded from the meeting; except that the Chair, Vice Chair, or Acting Chair, may request that the President and general counsel for the Corporation or such other officers or advisors as are deemed necessary to discuss a particular matter, attend an Executive Session or a portion thereof. The Chair, Vice Chair, or Acting Chair who requests the Executive Session shall designate an individual to record minutes of the Executive Session. Minutes of an Executive Session shall only be distributed to trustees of the Corporation, except that, at the discretion of the Chair, Vice Chair, or Acting Chair, all or a portion of the minutes of an Executive Session may be distributed to general counsel for the Corporation or such other officers or advisors requested to attend.

Section 2.13. Quorum and Manner of Acting. A majority of the number of trustees who are elected to the Board shall constitute a quorum for the transaction of business. The act of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the trustees present may adjourn the meeting from time to time until a quorum is had. The trustees shall act only as a Board and the individual trustees shall have no power as such.

Section 2.14. Resignations. Any trustees of the Corporation may resign at any time by notifying the Chair or the Secretary of the Corporation in writing. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.15. Compensation. Trustees shall not be entitled to receive compensation for their duties as trustees, but shall be entitled to reimbursement for reasonable and necessary expenses incurred in connection with the performance of such duties. The Corporation shall not make any loans to trustees from the Corporation's funds. Failure by trustees to act ethically and in a fiscally responsible manner with respect to incurring expenses or other financial matters involved in performance of his or her duties as trustee may be cause for removal of such trustee from the Board.

Section 2.16. Action by Trustees Without a Meeting. Any action required to be taken at a meeting of the Board or which may be taken at a meeting of the Board or of a committee established in accordance with these Bylaws, may be taken without a meeting if a consent in writing, setting forth the actions to be taken, shall be signed before or after such action by all of the trustees or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Section 2.17. Conflict of Interest. Trustees shall disclose and avoid any conflict of interest pertaining to any decisions or matters before the Board. A "conflict of interest" is defined as any contract, transaction, or other matter between the Corporation and a trustee or a
member of the trustee's immediate family, or between the Corporation and any other corporation, firm, association, or other entity in which the trustee or a member of the trustee's immediate family is an officer, director, trustee, or is financially or otherwise interested. Such contracts, transactions, or other matters include contracts to furnish goods and/or services, leases or purchase agreements of real or personal property, or such like matters which would result in conflict of interest or financial gain or loss. For the purpose of identifying a conflict of interest, the term "immediate family" shall mean a trustee's spouse, child(ren), grandchild(ren), and the brother(s), sister(s), parent(s), grandparent(s), niece(s), or nephew(s) of a trustee or his or her spouse.

Contracts, transactions, or other matters before the Board that result in a conflict of interest shall be valid, binding, and enforceable, and shall not be voidable by the Corporation notwithstanding the participation of any such interested trustee in any meeting of the Board at which such contract or transaction shall be discussed or considered, so long as the interested trustee makes a full disclosure to the Board of his or her interest in such matter; the Corporation's participation in such contract or transaction is authorized or approved by the Board; and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested trustees, even though the disinterested trustees be less than a quorum.

Upon learning that a contract, transaction, or other matter before the Board would create a conflict of interest to a trustee, such trustee must make a full disclosure to the Board of his or her interest in such matter. The failure of a trustee to make a disclosure as described herein may result in the voidance of such contract, transaction, or other matter at the discretion of the Board of the Corporation. No trustee may participate in any vote, decision, or act of the Board regarding any contracts, transactions, or other matters before the Board that result in a conflict of interest. Notwithstanding the foregoing, any trustee having a conflict of interest regarding a contract, transaction, or other matter before the Board may, upon request by the Board, answer any questions that the Board may have regarding the matter and participate in any discussion or consideration of the matter, so long as the trustee does not participate in and is excused from any vote or decision of the Board regarding the matter.

ARTICLE III.

COMMITTEES

Section 3.1. Establishment. The Board shall establish four standing committees as follows: the Executive Committee, the Finance Committee, the Governance Committee, and the Audit Committee. Subject to the approval of the number of trustees required by these Bylaws to take action on behalf of the Board, the Board may create additional standing committees and may also establish ad hoc or special committees. When establishing any committee, the Board shall define the composition and qualifications of membership; the term of committee membership; meeting requirements; requirements to report to the Board; and specific authority and responsibilities of the committee. All committees and membership of committees will serve at the pleasure of the Board. No committee established pursuant hereto, with the sole exception of the Executive Committee established pursuant to subparagraph (i) below, shall have the authority to or shall act on behalf of the Corporation. Instead, each
committee shall recommend actions to the Executive Committee and/or to the Board which shall act on behalf of the Corporation.

(i) Executive Committee. The Executive Committee shall be composed of the Chair, the Vice Chair, and any Committee Chair(s) as the Board may from time to time designate. The Executive Committee shall have and exercise the authority of the Board in the management of the business and affairs of the Corporation during the interim periods between meetings. The authority of the Board delegated to the Executive Committee includes, without limitation, the power of approval of personnel and compensation policies for employees, subject to the restrictions herein set out and further subject to such limitations upon its authority as the Board may, from time to time, impose; the authority to review and approve policies of the Board; the authority to appoint subordinate officers, remove officers, accept the resignation of officers, and fill vacancies in any office; and the power to authorize the seal of the Corporation to be affixed to all papers which may require it. In no event shall the Executive Committee, or any of its subcommittees, have authority to fill vacancies on the Board or on any committee; to approve an amendment to the Articles; to adopt, amend or repeal the Bylaws; to approve a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Corporation; the voluntary dissolution of the Corporation; or revocation of voluntary dissolution proceedings. Unless the Board provides otherwise by resolution, the Chair of the Corporation shall be Chair of the Executive Committee. The Chair of the Westminster-Canterbury of the Blue Ridge Foundation (the “Foundation”) shall, if not otherwise already a trustee, be invited to participate in meetings, but shall have no authority to vote. The President of the Corporation shall serve as advisor and liaison to the Executive Committee and may attend its meetings. As advisor, the President shall be heard at Executive Committee meetings, but shall have no authority to vote. The Executive Committee shall meet as often as it deems necessary. The Executive Committee shall render its report to the Board at each regular meeting of the Board.

(ii) Finance Committee. The Finance Committee shall oversee and supervise the finances, investments, and disbursements of the Corporation, subject to the restrictions herein set out and further subject to such limitations upon its authority as the Board may, from time to time, impose. The Resident’s Council may appoint one (1) Resident Representative to the Finance Committee. The Assistant Treasurer shall serve as advisor and liaison to the Finance Committee and shall attend its meetings. As advisor, the Assistant Treasurer shall be heard at Finance Committee meetings, but shall have no authority to vote. The Finance Committee shall meet as often as it deems necessary. The Finance Committee shall render its report to the Board at each regular meeting of the Board.

(iii) Governance Committee. The Governance Committee shall recommend to the Board persons whose names shall be submitted as nominees for election as trustees of the Corporation and shall recommend to the Board persons as nominees for election as Officers of the Corporation. The Governance Committee shall also oversee a periodic trustee and Board self-assessment; make recommendations to the Board to enhance the overall effectiveness of the Board; provide educational opportunities for trustees to promote trustee and Board development; and periodically review and, where
appropriate, propose changes to, these Bylaws and any policies of the Board related to
board representation and governance. The President of the Corporation shall serve as
advisor and liaison to the Governance Committee and may attend its meetings. As
advisor, the President shall be heard at Governance Committee meetings, but shall
have no authority to vote. The Governance Committee shall meet as often as it deems
necessary. The Governance Committee shall render its report to the Board at each
regular meeting of the Board.

(iv) Audit Committee. The Audit Committee shall recommend the selection of an independent
certified public accountant for each fiscal year; obtain an audit of the financial records of
the Corporation and any related or connected entities or subsidiaries consolidated in the
financial statements for the Corporation, at least annually; obtain an audit of other
accounts or records of the Corporation as requested by the Board or the Finance
Committee; examine the reports of the auditors; consult with the auditors with respect to
their reports and the standards and procedures employed by them in their audits; and
report to the Board the results of its study. The powers of the Audit Committee are
subject to the restrictions herein set out and further subject to such limitations upon its
authority as the Board may, from time to time, impose. The Assistant Treasurer of the
Corporation shall serve as advisor and liaison to the Audit Committee and shall attend
its meetings. As advisor, the Assistant Treasurer shall be heard at Audit Committee
meetings, but shall have no authority to vote. The Audit Committee shall meet as often
as it deems necessary. The Audit Committee shall render its report to the Board at
each regular meeting of the Board.

Section 3.2. Other Committees. The Board may establish such other committees as
deemed appropriate and shall prescribe the composition and authority of any such committee
and the period of its existence.

Section 3.3. General Matters.

(i) Committee Chair. Except for the Executive Committee, for each of the committees
established pursuant to either Section 3.1 or Section 3.2, the Chair shall appoint a
trustee to serve as committee chair (the “Committee Chair”), the appointment of which
shall be subject to any limitations set forth in these Bylaws or as the Board may, from
time to time, impose. The duties of the Committee Chair include, but are not limited to,
presiding over all meetings of the committee and making committee reports to the
Board. Each Committee Chair shall serve at the pleasure of the Chair and, except for
the Executive Committee, the Committee Chair shall be subject to removal by the Chair
whenever the Chair determines such removal will be in the best interests of the
Corporation.

(ii) Composition. Except for the Executive Committee, each of the committees established
pursuant to either Section 3.1 or Section 3.2 shall be composed of not less than two (2)
trustees (which may include the Committee Chair), and may include any number of
individuals who are not trustees, whom the Board shall, from time to time, appoint to
serve on such committees upon recommendation by the Committee Chair in
consultation with the President and the trustees and, where applicable, non-trustees to

- 7 -
be appointed. In addition, the chairs of certain resident committees shall sit as voting members on the corresponding committee of the Board, so long as the resident committee is recognized as a valid representative entity of the residents by the Board and the Board approves resident representation on the particular committee. In addition, the Committee Chair may, in consultation with the President and the residents to be appointed, appoint other resident voting members to committees established pursuant to Section 3.1 or Section 3.2 hereof. Any resident member of any committee of the Board shall serve at the pleasure of the Committee Chair and shall be subject to removal by the Committee Chair whenever the Committee Chair determines such removal will be in the best interests of the Corporation.

(iii) **Sub-Committees.** Each of the committees established pursuant to either Section 3.1 or Section 3.2 may establish sub-committees and may appoint committee members, to serve thereon. The committee may also appoint advisors to serve on sub-committees; such advisors shall be heard at sub-committee meetings, but shall have no authority to vote. The authority of these sub-committees shall be based upon express grants of authority by the originating committee. Under no circumstances shall the sub-committees established pursuant to this subparagraph have the authority to act on behalf of the Corporation. Any advisor on any sub-committee shall serve at the pleasure of the Committee Chair and shall be subject to removal by the Committee Chairman whenever the Committee Chair determines such removal will be in the best interests of the Corporation.

(iv) **Minutes.** Each of the committees established pursuant to either Section 3.1 or Section 3.2 shall keep minutes of all its acts and proceedings, and report the same to the Board.

(v) **Notice.** Regular meetings of committees established pursuant to either Section 3.1 or Section 3.2, for which no notice shall be necessary, may be held at such times and in such places as shall be fixed by a majority of the committee. Special meetings of a committee may be called at the request of any member of the committee. Notice of each special meeting of a committee shall be given by the person calling the same as provided by these Bylaws for special meetings of the Board. Notice of any such meeting may be waived as provided in these Bylaws in the case of meetings of the full Board.

(vi) **Quorum.** For each of the committees established pursuant to either Section 3.1 or Section 3.2, a majority of a committee shall constitute a quorum for the transaction of business, and the act of a majority of those members present at any meeting at which a quorum is present shall be the act of the committee. Members of a committee shall act only as a committee and the individual members shall have no power as such.

(vii) **Change in Composition; Vacancies; Term.** The Board shall have the power at any time to change the members of, fill vacancies in, and discharge a committee, with or without cause. The appointment of any trustee to a committee, if not sooner terminated otherwise, shall automatically terminate upon the cessation of his or her membership on the Board.
ARTICLE IV

OFFICERS

Section 4.1. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a President, a Treasurer, a Secretary, and other officers as may be established in accordance with the provisions of Section 4.3 of this Article. Any two or more offices may be held by the same person.

Section 4.2. Election; Term of Office; Qualifications. Except for the President who shall be the chief executive officer employed by the Corporation and who shall serve for so long as he or she is employed by the Corporation as chief executive officer, officers shall be elected annually by a majority vote of the trustees then in office and each officer shall hold office until the officer’s successor shall have been duly chosen and qualified, or until the officer’s death, resignation, or removal in the manner hereinafter provided.

Section 4.3. Subordinate Officers. The Board from time to time may establish officers in addition to those designated in Section 4.1, with such duties as are provided in these Bylaws, or as the Board may determine from time to time.

Section 4.4. Removal. Except for the President, and subject to any written contractual rights, any officer may be removed from office by resolution adopted at any regular or special meeting of the Board by a majority of the trustees then in office, whenever the Board determines such a removal will be in the best interests of the Corporation.

Section 4.5. Resignations. Subject to any written contractual obligations, any officer may resign at any time by giving written notice to the Board, the Chair, or the Secretary. Any such resignation shall take effect at the time of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.6. Vacancies. Except for the President, a vacancy in any office caused by death, resignation, removal, disqualification, or any other reason shall be filled by a majority vote of trustees then in office.

Section 4.7. Chair. The Chair, a trustee, shall have general supervision over the policies of the Corporation, subject to the control of the Board and the Executive Committee. In general, the Chair shall perform all duties incident to such office and such other duties as may from time to time be assigned to him or her by the Board or the Executive Committee, and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chair. The Chair shall preside at all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect.

Section 4.8. Vice Chair. The Vice Chair, a trustee, shall preside at meetings of the Board in the absence of the Chair and shall perform such other duties as may from time to time
be assigned by the Board or the Executive Committee, and shall have such other powers and
authorities as are elsewhere in these Bylaws conferred upon the Vice Chair. In the absence of
the Chair, the Vice Chair shall have all the powers and responsibilities of the Chair.

Section 4.9. President. The President shall supervise the operation of the business
and affairs of the Corporation on a daily basis in accordance with policies and procedures
established by the Board or the Executive Committee. The President shall have such other
duties and responsibilities as may be assigned to him or her and such powers as may be
delegated to him or her by the Board or the Executive Committee, including, without limitation,
the hiring, termination and supervision of professional staff and other employees of the
Corporation, the establishment of operating procedures for the Corporation, the development of
a budget and strategic plan for the Corporation to present to the Board for approval, and the
supervision of the expenditures of funds by the Corporation within an approved budget. The
President shall sign or countersign certificates, contracts, and other instruments of the
Corporation that require his or her signature, and shall make such reports and perform such
other duties as may be incidental to the office of President or are properly required of the
President by the Board or the Executive Committee or these Bylaws. The President shall
attend regular meetings of the Board and, as requested by the Board, shall attend any special
meetings of the Board, but shall have no authority to vote at any such meetings attended.

Section 4.10. Treasurer. The Treasurer, a trustee, shall, perform all the duties normally
incident to the office of a treasurer of a corporation and such other duties as from time to time
may be assigned by the Board or the Executive Committee. The Treasurer shall delegate to
the Assistant Treasurer responsibility for assuring that full and accurate accounts of all assets,
liabilities, and transactions of the Corporation are maintained, and shall cause an account of all
financial transactions of the Corporation and of the financial condition of the Corporation to be
rendered to the Board at regular meetings of the Board, or whenever the Board or Executive
Committee may require it.

Section 4.11. Secretary. The Secretary shall cause all proceedings of the meetings of
the Board to be recorded in the proper book or books to be provided for that purpose; shall
cause all notices required to be given by the Corporation to be duly given and served; shall be
the custodian of the seal of the Corporation and shall affix the seal or cause it to be affixed to all
documents the execution of which on behalf of the Corporation under its corporate seal is duly
authorized in accordance with the provisions of these Bylaws; shall cause all of the books,
records and papers of the Corporation relating to its organization and management as a
corporation to be maintained, and shall cause any reports or statements relating thereto,
required by law or otherwise, to be properly kept and filed; shall, in general, perform all the
duties incident to the office of a secretary of a corporation and such other duties as from time to
time may be assigned by the Board, the Executive Committee, or the Chair; and shall have
such other powers and authorities as are elsewhere in these Bylaws conferred upon the
Secretary. The Secretary shall attend all meetings of the Board, but if not a trustee, shall have
no authority to vote.

Section 4.12. Assistant Secretaries; Assistant Treasurers. An Assistant Secretary(ies)
may be appointed by the Board. The Assistant Treasurer shall be the chief financial officer
employed by the Corporation and shall serve for so long as he or she is employed by the
Corporation as chief financial officer. The Assistant Secretary(ies) and the Assistant Treasurer shall perform such duties as shall be assigned to them by the Secretary or the Treasurer respectively, the Board, the Executive Committee, or the Chair; and shall have such other duties, powers, and authorities as are elsewhere in these Bylaws conferred upon them.

ARTICLE V

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 5.1. Execution of Contracts and Other Documents. The Board or the Executive Committee, except as otherwise prohibited by these Bylaws, by the Articles of Incorporation, or by law, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute any deed or other instrument; and any such authority may be general or confined to specific instances. Whenever the Board, in authorizing or directing the execution of any contract, deed or other instrument, shall fail to specify the officer or officers or other agent or agents who are to execute the same, such contract, deed, or other instrument shall be executed on behalf of the Corporation by the President and, where necessary or appropriate, the corporate seal shall be affixed thereto and attested by the Secretary or an Assistant Secretary.

Section 5.2. Loans. Any officer or officers, or agent or agents of the Corporation hereunto authorized by the Board or by the Executive Committee, may effect loans or advances at any time for the Corporation, in the ordinary course of the Corporation’s business from any bank, trust company, or other institution or from any firm, corporation, or individual, and for such loans and advances may make, execute, and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the Corporation, and when authorized so to do, may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board or the Executive Committee may be general or confined to specific instances.

Section 5.3. Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board or the Executive Committee.

Section 5.4. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies, or other depositaries as the Board or the Executive Committee may from time to time select, or as may be selected by an officer or officers, or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board or the Executive Committee.

ARTICLE VI.

RESIDENT REPRESENTATIVE

Section 6.1. Selection. The Chair of the Resident Association of Westminster-
Canterbury of the Blue Ridge shall serve as the Resident Representative to the Board.

Section 6.2. Responsibilities. The Resident Representative may attend each meeting of the Board. The Resident Representative shall be permitted to participate in discussions by the Board, but shall have no authority to vote. The Resident Representative may be appointed for membership on one or more committees and shall have the authority to vote as a member of such committee(s). Because the Resident Representative is not a trustee of the Corporation, the Resident Representative shall not be present during an Executive Session of the Board in accordance with Section 2.12 of these Bylaws. The Resident Representative shall have no authority to bind the Corporation in any manner.

ARTICLE VII.

MISCELLANEOUS

Section 7.1. Fees. The Board shall have the authority to assess fees upon residents as it from time to time determines to be appropriate, including, without limitation, entrance fees for admission to residence in the facilities, and monthly fees for occupation of quarters and services rendered to residents, including specified health services. Notwithstanding the foregoing, the President shall have the authority to assess miscellaneous fees upon residents for extras and for services not covered by monthly fees.

Section 7.2. Seal. The corporate seal of the Corporation shall contain the name of the Corporation, the year of its creation, and the words “Corporate Seal, Virginia,” and shall be in such form as may be approved by the Board.

Section 7.3. Fiscal Year. The books of account shall be kept and annual financial statements prepared on the basis of a fiscal year ending on the last day of June.

Section 7.4. Financial Reports. Copies of the Corporation’s annual financial statements, certified by the Corporation’s auditor, shall be made available to each trustee. When available, interim financial reports shall be made to these individuals at their request.

Section 7.5. Indemnification.

(i) Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of trustees or officers of a corporation to the corporation, the trustees and officers of the Corporation shall not be liable to the Corporation.

(ii) Mandatory Indemnification. The Corporation (the term “Corporation” as used in this Section 7.5(ii) shall mean Westminster-Canterbury of the Blue Ridge only and no predecessor entity or other legal entity) shall indemnify any individual who is, was, or is threatened to be made, a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a trustee or officer of the Corporation or of any legal entity controlled by the Corporation, or is a fiduciary of any employee benefit plan established at the direction of
the Corporation, against losses incurred by him or her on account of the proceeding, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a trustee is permissible, provided, however, that if a majority of the trustees of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special counsel agreed upon by the Board and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Corporation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to the provisions of this Section 7.5(ii).

(iii) Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person’s heirs, executors, and administrators. Indemnification pursuant to this Section shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer.

Section 7.8. Genders. The use of a particular gender herein is solely for ease of expression and each gender shall be deemed to include, where applicable, the other.

ARTICLE VIII.

AMENDMENTS

Section 8.1. By the Trustees. The Board, by a majority vote of the full Board, shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation at any regular or special meeting of the Board, provided that any proposed amendment or other change to the Bylaws shall be mailed or delivered to each trustee at least five (5) days prior to the day upon which such change is to be submitted for action.
These Amended and Restated Bylaws of the Corporation were approved by a majority vote of the full Board at a meeting conducted on _______________ in accordance with the bylaws of the Corporation then in effect and as reflected in the meeting minutes of the Corporation.

Signature: ______________________________

Chair of the Corporation

Date: ______________________________
UNANIMOUS CONSENT OF THE EXECUTIVE COMMITTEE OF THE
BOARD OF TRUSTEES OF
WESTMINSTER-CANTERBURY OF THE BLUE RIDGE

WHEREAS, the Economic Development Authority of Albemarle County, Virginia (the "Authority"), has previously issued for the benefit of Westminster-Canterbury of the Blue Ridge (the "Corporation") its Residential Care Facility Mortgage Revenue Refunding Bonds (Westminster-Canterbury of the Blue Ridge), Series 2007 (the "2007 Bonds");

WHEREAS, the Economic Development Authority of the Town of Louisa, Virginia, has previously issued for the benefit of the Corporation its Residential Care Facility Mortgage Revenue Refunding Bond (Westminster-Canterbury of the Blue Ridge), Series 2015A (the "2015A Bond"), and the Authority has previously issued for the benefit of the Corporation its Residential Care Facility Mortgage Revenue Refunding Bond (Westminster-Canterbury of the Blue Ridge), Series 2015B (the "2015B Bond" and, together with the 2015A Bond, the "2015 Bonds");

WHEREAS, the Corporation has requested that the Authority issue its revenue bonds (the "Bonds") for purposes of assisting the Corporation in (i) refunding all or a portion of the outstanding 2007 Bonds and 2015 Bonds, (ii) financing routine capital expenditures and (iii) financing capitalized interest on the Bonds, a debt service reserve fund for the Bonds and costs of issuance related to the issuance of the Bonds (collectively, the "Plan of Finance");

WHEREAS, the Bonds will be issued by the Authority, pursuant to one or more Bond Purchase and Loan Agreements (each a "Loan Agreement") among the Corporation, the Authority and STI Institutional & Government, Inc. (the "Bank") and purchased by the Bank pursuant to the terms of the Non-Binding Proposal Letter dated April 20, 2016 (as amended, the "Commitment Letter");

WHEREAS, the Authority will loan the proceeds of the Bonds to the Corporation pursuant to a Loan Agreement, and the Corporation will evidence its obligations pursuant to one or more promissory notes in the aggregate principal amount equal to the aggregate principal amount of the Bonds (each a "Note"); and

WHEREAS, the Corporation will issue each Note as an obligation under the Master Trust Indenture dated as of March 1, 2007 (as previously supplemented, the "Master Trust Indenture") among the Corporation, Westminster-Canterbury of the Blue Ridge Foundation (the "Foundation"), and U.S. Bank National Association, as master trustee (the "Master Trustee"), pursuant to one or more supplements to Master Trust Indenture (each a "Supplement") among the Corporation, the Foundation and the Master Trustee.

1. The Executive Committee (the "Committee") of the Board of Trustees of the Corporation hereby approves the issuance of the Bonds, in one or more series, for purposes of undertaking the Plan of Finance.

2. The Committee hereby approves the sale of the Bonds to the Bank. The Committee hereby delegates to the President and Chief Executive Officer and the Chief Financial Officer of the Corporation (the "Authorized Officers"), either of whom may act, authority to finalize the terms and conditions of the Bonds and the bond documents related thereto, including but not limited to each Loan Agreement, each Note and each Supplement; provided, however, that such terms and conditions shall be consistent with the Commitment Letter.

3. The Authorized Officers are each hereby severally authorized to take all actions consistent with this resolution deemed by them to be necessary or advisable to facilitate the undertaking of the Plan of Finance and the issuance of the Bonds. The Authorized Officers are each hereby severally authorized to take such actions and to execute and deliver on behalf of the Corporation any and all other agreements, certificates or documents, including, but not limited to, a deed of trust and tax compliance agreement, which they deem necessary or desirable in order to carry out the foregoing resolutions and any and all actions heretofore taken by them consistent with the foregoing resolutions are hereby ratified and confirmed.

4. This Consent shall be effective upon execution by all members of the Executive Committee.

[Signature Page Follows]
*************

This Consent may be signed in counterpart copies and taken together all such counterparts shall constitute one instrument. By signing this Consent, each member of the Executive Committee waives any requirement of a formal meeting of the members to conduct the business referred to herein.

Barbara J. McMurry

Robert W. Tucker, Jr.

J. Michael Burris

David M. Maloney

Date Signed

6/16/16

6/7/June 16

Date Signed

Date Signed
This Consent may be signed in counterpart copies and taken together all such counterparts shall constitute one instrument. By signing this Consent, each member of the Executive Committee waives any requirement of a formal meeting of the members to conduct the business referred to herein.

Barbara McMurry

Robert W. Tucker, Jr.

J. Michael Burris

David M. Maloney

Date Signed

Date Signed

Date Signed

June 20, 2016

Date Signed
This Consent may be signed in counterpart copies and taken together all such counterparts shall constitute one instrument. By signing this Consent, each member of the Executive Committee waives any requirement of a formal meeting of the members to conduct the business referred to herein.

Barbara McMurry

Date Signed

Robert W. Tucker, Jr.

Date Signed

J. Michael Burris

Date Signed

David M. Maloney

6/7/2016

Date Signed
Dear Sir/Madam:

This is in response to your inquiry dated May 27, 1992, requesting a copy of the letter which granted tax exempt status to the above named organization.

Our records show that the organization was granted exemption from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code effective June, 1986. We have also determined that the organization is not a private foundation because it is described in section 509(a)(2).

Donors may deduct contributions to you under section 170 of the Code.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of $100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

You are required to file Form 940, Return of Organization Exempt From Income Tax, only if your gross receipts each year are normally more than $25,000. However, if you receive a Form 940 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally $25,000 or less, and sign the return.

A copy of our letter certifying the status of the organization is not available, however, this letter may be used to verify your tax-exempt status. Because this letter could help resolve any questions about your exempt status, it should be kept in your permanent records.

[Signature]

District Director
CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That Westminster-Canterbury of the Blue Ridge is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is July 02, 1985;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

Signed and Sealed at Richmond on this Date:
September 26, 2016

Joel H. Peck, Clerk of the Commission
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<td>1,376,313 1,994,213</td>
<td>220,688 1,915,300</td>
</tr>
<tr>
<td>2028</td>
<td>680,000 0.00%</td>
<td>706,925 1,986,925</td>
<td>1,409,983 2,026,908</td>
<td>167,544 1,994,492</td>
</tr>
<tr>
<td>2029</td>
<td>700,000 0.00%</td>
<td>675,025 1,975,025</td>
<td>1,440,784 2,065,809</td>
<td>132,073 2,007,146</td>
</tr>
<tr>
<td>2030</td>
<td>720,000 0.00%</td>
<td>641,713 1,946,713</td>
<td>1,480,846 2,097,659</td>
<td>97,861 2,095,520</td>
</tr>
<tr>
<td>2031</td>
<td>750,000 0.00%</td>
<td>605,794 1,965,794</td>
<td>1,516,884 2,132,680</td>
<td>63,274 2,106,954</td>
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<tr>
<td>2032</td>
<td>800,000 4.50%</td>
<td>579,524 1,959,524</td>
<td>2,008,586 2,458,112</td>
<td>22,509 1,980,300</td>
</tr>
<tr>
<td>2033</td>
<td>850,000 0.00%</td>
<td>539,500 1,959,500</td>
<td>- -</td>
<td>- -</td>
</tr>
<tr>
<td>2034</td>
<td>900,000 0.00%</td>
<td>499,500 1,949,500</td>
<td>- -</td>
<td>- -</td>
</tr>
<tr>
<td>2035</td>
<td>955,000 0.00%</td>
<td>451,000 1,906,000</td>
<td>- -</td>
<td>- -</td>
</tr>
<tr>
<td>2036</td>
<td>985,000 0.00%</td>
<td>404,250 1,889,250</td>
<td>- -</td>
<td>- -</td>
</tr>
<tr>
<td>2037</td>
<td>1,045,000 0.00%</td>
<td>354,500 1,854,500</td>
<td>- -</td>
<td>- -</td>
</tr>
<tr>
<td>2038</td>
<td>1,095,000 0.00%</td>
<td>305,250 1,800,250</td>
<td>- -</td>
<td>- -</td>
</tr>
<tr>
<td>2039</td>
<td>1,150,000 0.50%</td>
<td>257,050 1,777,050</td>
<td>- -</td>
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</tr>
<tr>
<td>2040</td>
<td>1,200,000 0.00%</td>
<td>205,900 1,705,900</td>
<td>- -</td>
<td>- -</td>
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<tr>
<td>2041</td>
<td>1,250,000 0.00%</td>
<td>154,750 1,654,750</td>
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</tr>
<tr>
<td>2042</td>
<td>1,300,000 4.00%</td>
<td>103,600 1,503,600</td>
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<td>- -</td>
</tr>
</tbody>
</table>

**Total**: $20,810,000 $15,846,816 $36,161,819 $20,000,000 $4,280,577 $24,290,577 $20,900,000 $8,093,605 $47,535,855 $107,985,921

**2051 Requirement Going Forward**: $1,466,913

**Max Annual Debt Service**: $2,050,028.97
## WCBR Outstanding Debt as of October 4, 2016

<table>
<thead>
<tr>
<th>Debt Series</th>
<th>Holder</th>
<th>Outstanding Principal Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Series 2012A</td>
<td>U.S. Bank as Bond Trustee</td>
<td>$20,315,000</td>
</tr>
<tr>
<td>Series 2016A</td>
<td>STI Institutional &amp; Government</td>
<td>$20,000,000</td>
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<tr>
<td>Series 2016B</td>
<td>STI Institutional &amp; Government</td>
<td>$39,500,000</td>
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</tbody>
</table>