

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

RESOLUTION 05-08

AUTHORIZING RETENTION OF BOND COUNSEL FOR THE NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

WHEREAS, the Northern Virginia Transportation Authority (“NVTA”) is a political subdivision of the Commonwealth of Virginia created by the Northern Virginia Transportation Authority Act, Chapter 48.2, of Title 15.2, of the Code of Virginia of 1950, as amended (“the Act”); and

WHEREAS, Section 15.2-4839 of the Act authorizes and empowers NVTA to issue bonds and other evidences of debt and provides that the provisions of Article 5 (section 15.2-4519 et seq.) of Chapter 45 of Title 15.2 of the Code of Virginia of 1950, as amended (“the Virginia Code”) shall apply, mutatis mutandis, to the issuance of such bonds or other debt; and

WHEREAS, NVTA is proposing to issue bonds and other evidences of debt and to file a bond validation suit in furtherance of that issuance, necessitating the assistance of bond counsel; and

WHEREAS, in furtherance of its proposed effort to issue bonds and other evidences of debt and in order to prepare and prosecute a bond validation suit for such issuance, on June 6, 2007, NVTA appointed a subcommittee and authorized that subcommittee to work with staff to select bond counsel in accordance with the recommendations of the Legal Working Group’s Report and subject to final approval by NVTA following the NVTA public hearing on July 12, 2007; and

WHEREAS, the NVTA subcommittee coordinated with staff, and in accordance with the recommendation of the Legal Working Group’s report, interviewed and recommended McGuireWoods LLP as NVTA’s bond counsel, subject to final approval by NVTA following the NVTA public hearing on July 12, 2007; and

WHEREAS, NVTA has agreed to pay to McGuireWoods LLP a retainer in the amount of \$10,000.00 with the remainder of counsel fees to be paid from revenues derived from the bond issuance; and

WHEREAS, McGuireWoods LLP has agreed to engagement as NVTA’s bond counsel on such terms; and

WHEREAS, NVTA and McGuireWoods LLP have formalized their relationship in an engagement letter to be executed by both parties;

NOW, THEREFORE, BE IT RESOLVED BY NVTA THAT:

1. The firm of McGuireWoods LLP is hereby approved and authorized to act as NVTA's bond counsel for purposes of NVTA's initial bond issuance and for the filing and prosecution of a bond validation suit for such bond issuance on the terms and conditions set forth in the engagement letter to be signed by both parties.
2. NVTA authorizes the Chairman of NVTA to sign the engagement letter with McGuireWoods LLP on behalf of NVTA.

Adopted by the Northern Virginia Transportation Authority, on this 12th day of July, 2007.

BY 
Chairman

Attest 
Vice Chairman