**Date of Council Meeting: July 28, 2015**

**TOWN OF LEESBURG**
**TOWN COUNCIL MEETING**

**Subject:** Performance and Payment Bonds for the Reclaimed Waterline Agreement

**Staff Contact**: Barbara Notar, Town Attorney

**Council Action Requested:** Section 6.04 of the Leesburg Subdivision and Land Development Ordinance requires all performance agreements and guarantees over $200,000 for land development projects to be approved by the Town Council.

**Staff Recommendation:** That Town Council approve the draft Performance and Payment bonds as approved by the Town Attorney for the Stonewall Power Project.

**Commission Recommendation:** Not applicable.

**Fiscal Impact:** This item does not impact the Department of Utilities operating budget.

**Work Plan Impact:** Not applicable.

**Executive Summary:** Panda Stonewall LLC (formerly known as Green Energy Partners/Stonewall LLC) ("Panda") is constructing the Stonewall Power Project ("Project"), south of the Town limits. The Town of Leesburg ("Town") is supplying reclaimed water to the Project and pursuant to a previously authorized agreement, is also constructing the reclaimed water line from the Town's Water Pollution Control Facility to the Project. Once constructed and accepted, the reclaimed water line will be owned, operated and maintained by the Town. The performance and payment bonds (in the amount of $8,262,537.00), name the Town as a beneficiary and must be approved by the Town Council.

**Background:** Panda is developing the Stonewall Power Project. In connection with the Project, Panda will buy reclaimed water currently flowing from the Town of Leesburg Water Pollution Control Facility to a discharge point on the Potomac River. Once the reclaimed water line is constructed, reclaimed water will instead be diverted south to Panda's power plant. Under the Reclaimed Water Line Agreement, Panda is required to construct the reclaimed water line and then convey the "purple Line" to the Town. The Agreement states that the purple line will be constructed as a bonded public improvement pursuant to the Town's normal process and procedures and therefore performance and payment bonds are required to guarantee performance and payment on behalf of the Town.

**Attachments:** (1) Resolution
Payment Bond
Performance Bond

# VIRGINIA PAYMENT BOND

Liberty # 674024848
BOND NO. Continental # 58725664
AMOUNT: $_____
_____

KNOW ALL MEN BY THESE PRESENTS, that Garney Construction of 20460 Gant Lane, Leesburg, VA 20175 hereinafter called the CONTRACTOR (Principal). and Continental Casualty Company and Liberty Mutual Insurance Company, corporations duly organized and existing under and by virtue of the laws of the State of Illinois and Massachusetts, respectively, hereinafter called the CO-SURETIES, and authorized to transact business within the Commonwealth of Virginia, as CO-SURETIES.are held and firmly bound unto Panda Stonewall LLC a limited liability company organized and existing under and by virtue of the laws of the Commonwealth of Virginia, hereinafter called the OWNER. and The Town of Leesburg, hereinafter called the TOWN (each of the OWNER and the TOWN. an Obligee). in the sum of: Eight Million Two Hundred Sixty Two Thousand Five Hundred Thirty Seven and no/100 DOLLARS ($ 8.262.537.00 ), lawful money of the United States or America. for the payment of which the CONTRACTOR and the CO-SURETies bind themselves and each of their heirs, executors, administrators, successors, and assigns, jointly and severally. firmly by these presents as follows:

THE CONDITION OF THE ABOVE OBLIGATION IS SUCH THAT:

WHEREAS, the OWNER has executed and entered into a certain Agreement For The Delivery And Use Of Reclaimed Water (referred to as the RECLAIMED WATER AGREEMENT) hereto attached, with the TOWN, dated October 23, 2013, under which OWNER has agreed to design, engineer, pennit and construct the pipeline and all associated equipment (referred to as the PURPLE LINE) to allow for the flow of reclaimed water currently flowing from the Town of Leesburg Water Pollution Control Facility to the discharge point on the Potomac River to be instead diverted south to OWNER's power plant; and

WHEREAS, the CONTRACTOR has executed and entered into a certain Contract (CONTRACT) hereto attached with OWNER, naming the OWNER as beneficiary and the TOWN as third party beneficiary, dated the _ii day of July, 2015. for: constructing the PURPLE LINE in accordance with the obligations set forth in the RECLAIMED WATER AGREEMENT.

NOW, THEREFORE, the CONTRACTOR shall promptly make payment to all persons, firms, subcontractors, and corporations furnishing materials for or performing labor in the prosecution of the work provided for in the CONTRACT, and any authorized extension or modification thereof, including all amounts due for materials, lubricants, oil, gasoline. coal and coke, repairs on machinery, equipment, and tools consumed or used in connection with the construction of the work, and all insurance premiums on the work, and for all labor performed in the work, whether by subcontractor or otherwise.

NOW, THEREFORE, THE CONDITION OF THIS OBLIGATION is such that if CONTRACTOR shall promptly and faithfully perform said CONTRACT. then this obligation shall be void; otherwise to remain in full force and effect.

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Furthermore, the SURETY, for value received, hereby stipulates and agrees that no change, extension of time, alteration, or addition to the terms of the CONTRACT documents or to the work to be performed there under, or the specifications accompanying the same. shall in any way affect its obligation on this bond, and it does hereby waive notice of any such change, extension of time, alteration, or addition to the terms of the CONTRACT documents.

PROVIDED, FURTHER that no final settlement between the OWNER and/or the TOWN and the CONTRACTOR shall abridge the right of any beneficiary hereunder. whose claim may be unsatisfied.

IN WITNESS WHEREOF, the above parties bounded together have executed this instrument this day of July, 2015, the name and corporate seal of each corporate party being hereto affixed and those presents duly signed by its undersigned representative, pursuant to authority of its governing body.

CONTRACTOR

Garney Construction

By_____(Seal)

_____
Attest

CO-SURETIESiii

Continental Casualty Company 312-822-5000

333 S. Wabash Ave.. Chicago, IL 60604 and

Liberty Mutual Insurance Company 617-357-9500

175 Berkeley St.. Boston. MA 02116

By_____

_____
Attest

__(Seal) Linda L. Nutt. Attorney-in-fact

[1] To be the amount of the CONTRACT under which Panda retains contractor to perform the work.
n To be the date of CONTRACT. Must be before the bond is executed.
;ii All bonds signed by an agent must be accompanied by a certified copy of the authority to act for the SURETY at the time of the signing of this bond.

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POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company (herein called "the CNA Companies"), are duly organized and existing insurance companies having their principal offices in the City of Chicago, and State of Jllinois, and that they do by virtue of the signatures and seals herein affixed hereby make, constitute and appoint

Linda L. Nutt ,Individually

of Kansas City, MO their true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on their behalf bonds, undertakings and other obligatory instruments of similar nature

-In Unlimited Amounts-

Surety Bond Number: 58725664
Principal: Garney Construction
Obligee: Panda Stonewall, LLC and The Town of Leesburg, Virginia

and to bind them thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of their insurance companies and all the acts of said Attorney, pursuant to the authority hereby given is hereby ratified and confinned.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law and Resolutions, printed on the reverse hereof, duly adopted, as indicated, by the Boards of Directors of the insurance companies.

In Witness Whereof, the CNA Companies have caused these presents to be signed by their Vice President and their corporate seals to be hereto affixed on this 16th day of May, 2012.

Continental Casualty Company
National Fire Insurance Company of Hartford
American Casualty Company of Reading, Pennsylvania

Paul T. Bruflat Vice President

State of South Dakota, County of Minnehaha, ss:

On this 16th day of May, 2012, before me personally came Paul T. Bruflat to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is a Vice President of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hanford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company described in and which executed the above instrument; that he knows the seals of said insurance companies; that the seals affixed to the said instrument are such corporate seals; that they were so affixed pursuant to authority given by the Boards of Directors of said insurance companies and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said insurance companies.

J.MOHR

NOTARVPUat.JC
SOUIIiDAKOTA

My Commission Expires June 23, 2015 J. Mohr Notary Public

CERTIFICATE

I, D. Bult, Assistant Secretary of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company do hereby certify that the Power of Attorney herein above set forth is still in force, and further certify that the By-Law and Resolution of the Board of Directors of the insurance companies printed on the reverse hereof is still in force. In testimony whereof! have hereunto subscribed my name and affixed the seal of the said insurance companies this day of_____, _____

Continental Casualty Company
National Fire Insurance Company of Hartford
American Casualty Company of Reading, Pennsylvania

D. Bult Assistant Secretary

Form F6853-4/2012

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# Authorizing By-Laws and Resolutions

ADOPTED BY THE BOARD OF DIRECTORS OF CONTINENTAL CASUALTY COMPANY:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company at a meeting held on May 12, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of Continental Casualty Company.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimo written consent dated the 25[111] day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute vario policies, bonds, undertakings and other obligatory instruments oflike nature; and

Whereas, from Lime to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company."

ADOPTED DY TllE BOARD OF DIRECTORS OFNATIONAL FIRE INSURANCE COMPANY OFllARTFORO:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company by unanimo written consent dated May I0, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execu tion becoming effective."

This Power of Attorney is signed by Paul T.Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of National fire Insurance Company of Hartford.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 2st1i day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undenakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company."

ADOPTED BY THE BOARD OF DIRECTORS OF AMERICAN CASUALTY COMPANY OF READING, PENNSYLVAN IA:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company by unanimous written consent dated May I0, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of American Casualty Company of Reading, Pennsylvania.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimo written consent dated the 25[111] day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undcnakings and other obligatory instruments oflike nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company."

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This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein staled. Not valid for mortgage, note, bond, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees. To confirm the validity of this Power of Attorney call 610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

American Fire and Casualty Company
The Ohio Casualty Insurance Company
Liberty Mutual Insurance Company
West American Insurance Company

# POWER OF ATTORNEY

KNOWN AU. PERSONS BY THESE PRESENTS: That American Fire & Casualty Company and The Ohio Casualty Insurance Company are corporations duly organized under the laws of the State of New Hampshire. that Liberty Mutual Insurance Company is a corpofation duly organized 1.1nder the laws of the State of Massachusetts, and West American Insurance Company Is a corporation duly anized under the laws of the State of Indiana (herein collectively caned the 'Companies'), pursuant to and by authority herein set forth. does hereby name, constitute and appoint, ... Ed'd'a, E. Nutt ... of the city of Kansas City, stale of MO its true and lawful attorney-In-fact. with fuD power and authority hereby conferred to sign, execute and acknowledge tho following surety bond:

Principal Name: Garney Companies, Inc.

Obllgee Name: Panda Stonewall, LLC and The Town of Leesburg, Virginia

Surety Bond Number: 674024858 Bond Amount: See Bond Form

INWITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of Iha Companies and the corporate seals of the Companies have been affixed thereto this day of November. 2013.

American Fire and Casualty Company
The Ohio Casualty Insurance Company
Liberty Mutual Insurance Company
West American Insurance Company

By: David M. Carey, Assistant Secretary

STATE OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 181> day of November, rn before me persona6y appeared David M. carey, 1\00 acknol'Aedged himself to be the Assislant Secretary of American Fire and Casualty Company, IJberty Mutual Insurance Company, The Ohio casualty Coy. and West American hsurance Company, and that he. as such, being authorized so to do, execute the roregoilg instrument for the purposes therein conlained by signing on behalf of the corporations by limself as a duly authorized officer.

INWITNESS WHER EOF, Ihave hereunto subsc fbed my name and affixed my nolarial seal at Plymouth Me9ting, Pennsylvania, on the day and year first above written.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Teresa Pastella. Notary Public
Plymouth Twp., Montgomery County
My Commission Expires March 28, 2017
Member, Pennsylvania Association of Notaries

By: Teresa Pastella, Notary Public

**This Power of Attorney is made and executed pursuant to and by authority of the following By-laws and Authorizations of American Fire and Casualty Company, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company which resolutions are now in full force and effect reading as follows:**

ARTICLE IV- OFFICERS- Seetion 12. Power of Attorney. Arly officer *or* other official of the Corporation authorized for that purpose in writing by the Chairman or the Presiden and subject to such fimttaUon as the Chalnman or the President *may* presc::be, shall appoint such attomeys-in fact, as may be necessary to act Inbehalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attomeysh-fact, subject to the nmttations set forthh their respective powers of atlomey, shall have full power to bind the Corporation by their signature and execution of any such instruments and to attach thereto the seal of the corporation. When so executed, such Instruments shall be as binding as if signed by the President and attested to by the Secretary. My power or authority granted to any represenlative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chainnan, the President or by the officer or officers granting such power or authority.

ARTICLE XIII- Execution of Contracts - SECTION 5. Surety Bonds and Undertakings. Arly officer of the Company authorized for that purpose in wrililg by the chainnan or the presiden and subject to such !irritations as the chairman or the president may prescri'be, shat appoint such attomeys-in.fact, as may be necessary lo actin behalf of lhe Company to make, execute, seal, acknowledge and deliver as surety any and all under 1akings, bonds, recognizances and other surety obligations. Such attomeys-n-fact subject to the Limilalions set forth in their respeclive powers of attorney, shall have ful power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of ttle Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

Certificate of OeslgnaUon -The President of the Company, acting pursuant to the Bylaws of the Co11I>3ny, authorizes David M. Carey, Assistant Secretary to appoint such attorneys-in-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and an undertakings, bonds, recognizances and other surety obligations.

Authorization - By unanimous consent of the Company's Board of Direciors, the Company consents that facs!mile or mechanically reproduced slgnahne of *any* assistant secretary of the Company, \\ilerever appearing upon a certified copy of any power of attorney issued by the Company in conneelicn with surety bonds, shalbe vatid and bincfing upon the Company with the same force and effect as though manuaDy affixed.

I Gregory W. Davenport, the undersigned, Assistant Secretary, of American Fire and Casualty Company, The Ohio Casually Insurance Company, Liberty Mutual nsurance Company, and West American Insurance Company do hereby certify that the original power of attorney of which the foregoing is a ful, true and correct *copy* or the Power of Attorney executed by said Companies, is in ful force and effect and has not been revoked.

INTESTIMONY WHEREOF, Ihave hereunto set my hand and affixed the seals of said Companies this day of _____ • 20.

By: ..... .....
Gregory W. Davenport, Assistant Secretary

# VIRGINIA PERFORMANCE BOND

Libe1ty #674024858
BOND NO. Continental #58725664

AMOUNT:$_____

KNOW ALL MEN BY THESE PRESENTS, that Garney Construction of 20460 Gant Lane, Leesburg, VA 20175 hereinafter called the CONTRACTOR (Principal). and Continental Casualty Company and Liberty Mutual Insurance Company, corporations duly organized and existing under and by virtue of the laws of the State of Illinois and Massachusetts. respectively, hereinafter called the CO-SURETIES, and authorized to transact business within the Commonwealth of Virginia, as CO-SURETIES, are held and firmly bound unto Panda Stonewall LLC a limited liability company organized and existing under and by virtue of the laws of the Commonwealth of Virginia, hereinafter called the OWNER. and The Town of Leesburg, hereinafter called the TOWN (each of the OWNER and the TOWN, an Obligee), in the Sl!m of: Eight Million Two Hundred Sixty Two Thousand Five Hundred Thirty Seven and no/l00' DOLLARS ($8,262,537.00), lawful money of the United States of America, for the payment of which the CONTRACTOR and the SURETY bind themselves and each of their heirs, executors, administrators, successors, and assigns,jointly and severally. firmly by these presents as follows:

THE CONDITION OF THE ABOVE OBLIGATION IS SUCH THAT:

WHEREAS, the OWNER has executed and entered into a certain Agreement For The Delivery And Use Of Reclaimed Water (referred to as the RECLAIMED WATER AGREEMENT) hereto attached, with TOWN, dated October 23, 2013, under which OWNER has agreed to design, engineer, permit and construct the pipeline and all associated equipment (referred to as the PURPLE LINE) to allow for the flow of reclaimed water currently flowing from the Town of Leesburg Water Pollution Control Facility to the discharge point on the Potomac River to be instead diverted south to OWNER's power plant; and

WHEREAS, the CONTRACTOR has executed and entered into a certain Contract (CONTRACT) hereto attached with OWNER, naming the OWNER as beneficiary and the TOWN as third party beneficiary, dated the __iiday of July, 2015. for: constructing the PURPLE LINE in accordance with the obligations set forth in the RECLAIMED WATER AGREEMENT.

NOW, THEREFORE, the CONTRACTOR shall at all times duly, promptly. and faithfully perform the CONTRACT and any alteration in or addition to the obligations of the CONTRACTOR arising there under, including the matter of infringement. if any, of patents or other proprietary rights, and shall assure all guarantees against defective workmanship and materials, including the guarantee period following final completion by the CONTRACTOR and final acceptance by the OWNER and comply with all covenants therein contained in the Specifications, Drawings, and other Documents constituting a part of the Contract required to be performed by the CONTRACTOR, in the manner and within the times provided in the Contract, and shall fully indemnify and save harmless each of the OWNER and the TOWN from all cost and damage which it may suffer by reason or failure so to do, and shall fully reimburse and repay it all outlay and expenses which it may incur in making good any default. and reasonable counsel

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fees incurred in the prosecution of or defense of any action arising out of or in connection with any such default.

NOW, THEREFORE, THE CONDITION OF THIS OBLIGATION is such that, if CONTRACTOR shall promptly and faithfully perform said CONTRACT. then this obligation shall be void; otherwise to remain in full force and effect.

Furthermore, the SURETY, for value received, hereby stipulates and agrees that no change, extension of time, alteration, or addition to the terms of the CONTRACT documents or to the work to be performed there under, shall in any way affect its obligation on this bond, and it does hereby waive notice of any such change, extension of time. alteration, or addition to the tenns of the CONTRACT documents.

PROVIDED, FURTHER that no final settlement between the OWNER and/or the TOWN and the CONTRACTOR shall abridge the right of any beneficiary hereunder. whose claim may be unsatisfied.

IN WITNESS WHEREOF, the above parties bounded together have executed this instrument this day of July, 2015, the name and corporate seal of each corporate party being hereto affixed and those presents duly signed by its undersigned representative. pursuant to authority of its governing body.

CONTRACTOR
Garney Construction
By_____(Seal)

_____
Attest

CO-SURETlESiii
Continental Casualty Company 312-822-5000
333 S. Wabash Ave.. Chicago, JL 60604 and
Liberty Mutual Insurance Company 617-357-9500
175 Berkeley St.. Boston. MA 02116

By _____
_____(Seal) Linda L. Nutt. Attorney-in-fact

_____
Attest

_____

'.To be the amount of the CONTRACT under which Panda retains contractor to perform the work.
"To be the date of CONTRACT. Must be before the bond is executed.
iii All bonds signed by an agent must be accompanied by a certified copy of the authority to act for the SURETY at the time of the signing of this bond.

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POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company (herein called "the CNA Companies"), are duly organized and existing insurance companies having their principal offices in the City of Chicago, and State of Illinois, and that they do by virtue of the signatures and seals herein affixed hereby make, constitute and appoint

Linda L. Nutt ,Individually

of Kansas City, MO their true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on their behalf bonds, undertakings and other obligatory instruments of similar nature

-In Unlimited Amounts-

Surety Bond Number:58725664
Principal: Garney Construction
Obligee: Panda Stonewall, LLC and The Town of Leesburg, Virginia

and to bind them thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of their insurance companies and all the acts of said Attorney, pursuant to the authority hereby given is hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law and Resolutions, printed on the reverse hereof, duly adopted, as indicated, by the Boards of Directors of the insurance companies.

In Witness Whereof, the CNA Companies have caused these presents to be signed by their Vice President and their corporate seals to be hereto affixed on this 16th day of May, 2012.

Continental Casualty Company
National Fire Insurance Company of Hartford
American Casualty Company of Reading, Pennsylvania

Paul T. Bruflat Vice President

State of South Dakota, County of Minnehaha, ss:

On this 16th day of May, 2012, before me personally came Paul T. Bruflat to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is a Vice President of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company described in and which executed the above instrument; that he knows the seals of said insurance companies; that the seals affixed to the said instrument are such corporate seals; that they were so affixed pursuant to authority given by the Boards of Directors of said insurance companies and that he signed his name thereto pursuant to like authority, and acknowledges same to be the act and deed of said insurance companies.

J.MOHR

NOTARY PUBLIC
SOU'lliDAKOTA®

My Commission Expires June 23, 2015 J. Mohr Notary Public

CERTIFICATE

I, D. Bult, Assistant Secretary of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company do hereby certify that the Power of Attorney herein above set forth is still in force, and further certify that the By-Law and Resolution of the Board of Directors of the insurance companies printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seat of the said insurance companies this day of _____, _____

Continental Casualty Company
National Fire Insurance Company of Hartford
American Casualty Company of Reading, Pennsylvania

D. Bult Assistant Secretary

Form F6853-4/2012

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# Authorizing By-Laws and Resolutions

ADOPTED BY THE BOARD OF DIRECTORS OF CONTINENTAL CASUALTY COMPANY:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company at a meeting held on May 12, 1995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of Continental Casualty Company.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25111 day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company."

ADOPTED BY TIIE BOARD OF DIRECTORS OFNATIONAL FIRE INSURANCE COMPANY OFllARTFORD:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company by unanimous written consent dated May I0, I995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of National lire Insurance Company of Hartford.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25111 day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company."

ADOPTED BY THE BOARD OF DIRECTORS OFAMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA:

This Power of Attorney is made and executed pursuant to and by authority of the following resolution duly adopted by the Board of Directors of the Company by unanimous written consent dated May 10, I995:

"RESOLVED: That any Senior or Group Vice President may authorize an officer to sign specific documents, agreements and instruments on behalf of the Company provided that the name of such authorized officer and a description of the documents, agreements or instruments that such officer may sign will be provided in writing by the Senior or Group Vice President to the Secretary of the Company prior to such execution becoming effective."

This Power of Attorney is signed by Paul T. Bruflat, Vice President, who has been authorized pursuant to the above resolution to execute power of attorneys on behalf of American Casualty Company of Reading, Pennsylvania.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company by unanimous written consent dated the 25•h day of April, 2012:

"Whereas, the bylaws of the Company or specific resolution of the Board of Directors has authorized various officers (the "Authorized Officers") to execute various policies, bonds, undertakings and other obligatory instruments of like nature; and

Whereas, from time to time, the signature of the Authorized Officers, in addition to being provided in original, hard copy format, may be provided via facsimile or otherwise in an electronic format (collectively, "Electronic Signatures"); Now therefore be it resolved: that the Electronic Signature of any Authorized Officer shall be valid and binding on the Company."

DRAFT

This Power of Attorney limits tho acts of those named herein, and they have no authority to bind the Company except In the manner and to the extent herein stated. Not valid for mortgage, note, ban, etter of credit, bank deposit, currency rate, Interest rate or residual value guarantees. To confirm the validity of this Power of Attorney call 610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

American Fire and Casualty Company
The Ohio Casualty Insurance Company
Liberty Mutual Insurance Company
West American Insurance Company

# POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS: That American Fire & casualty Company and The Ohio Casualty Insurance Company are corporations duly 019anized under the laws of the Stale of New Hampshire, that liberty Mutual Insurance Company is a corporation duly 019anized under the laws of lhe Stale of Massachusetts, and West American IllSUl3JIQ) Company ls a corporation duly <!"Qanized under the laws ol lhe State of hdiana (herein collectively caDed the "Companies1 pursuant to and by aulhority herein set forth, does hereby name, consti!uteandappoint, Linda L. Nutt of the city of Kansas City =sta. e:.01=-...-r,u..... ;,1 s"'ue and lawfu1-a"Tlomey-=ntact, 1/1th.fu'11power and aUhority..hereby conferred to sign, execute and aeknowledge"lhe foOowing surety bond:

Principal Name: Garney Companies, Inc.

Obl geeName: Panda Stonewall, LLC and The Town of Leesburg, Virginia

Surety Bond Number: 674024858 Bond Amount: See Bond Form

NWITNESS WHEREOF, this Power olAttorney has been subscribed by an authorized officer or official of lhe Companies and lhe corporate seals olthe Companies have been affixed lherelo this day olNovember, 2013.

American Fire and Casualty Company
The Ohio Casualty Insurance Company
Liberty Mutual Insurance Company
Wes merican Insurance Company

By: David M. Carey, Assistant Secretary

STATE OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 18111 day of November, .before me personally appeared David M. Carey, Mio acknowledged himself to be the Assistant Secrelary of American Fire and Casualty Company, Liberty MulualInsurance Company, The Ohio Casualty Company, and Wesl Americanhsurance Company, and that he,as such, being aulhorized so to do, execute the 1e9ing instrument or the purposes therein contained by slgnlng on behalf of the corporalions by himself as a duly aulhorized officer.

NWITNESS WHEREOF, Ihave here111to subscribed my name and affixed my nolarial seal at Plymouth Meeting, Pemsylvania, on the day and year first above written.

COMMONWEALTH OF PENNSYLVANIA
Nolarla1 Scar
Teresa Paslollo, Notary Public
Plymouth Twp., Montgomery County
My Commission Expires March 28, 2017
Membc• Pem.sytvanla Association ol Notaries

By: Teresa Pastella, otary Public

This Power of Attome • e and executed pursuant to and \iy authority of the folloY.ing By-laws and Au1horizations of American Fire and Casualty Company, The Ohio casualty hsurance Company, Liberty MutJ1 Insurance Company, and West American Insurance Company which resolutions are now In fun force and effect reading as follows:

ARTICLE IV - OFFICERS - Seclion 12. Power of Attorney. Any officer or other official or lhe Co!poration authorized for thal purpose in writing by the Chairman or the Preslden and subject to such limtation as lhe CllalrmanorthePresidentmayprescribe, shall appoinlsuch attomeysll-fact, as may be necessary to actin behalf of lhe Corporation to make, execute, seal, acknowledge and deliver as surety any and aO unclel1llkings, bonds, rooognlzances and other surety obligations. Such attomoys-in-fact, subject b the lmitations set or1hh theil' respective powers of attorney, shaD have full power to bind the Corporation by !heirsignature and execution of any such instrumenls and to attach lherelo lhe seal of the Corporation. When so executed, such Instrumenls shaD be as binding as if signed by the President and attested to by the Secrelary. Any power or aulhority granted to any representative or attorney-in-fact under the provisions of lhis article maybe revoked alany lime by the Board, the Olairman, lhe President *or* by lhe officer or officers granting such power or aulhority.

ARTICLE XIII - Execution or contracts - SECTION 5. surety Bonds and Undertakings. Any officer of the Company aulhorized lor that purpose in writilg by lhe chairman or the preslden and subject to such limitations as the chairman or the president may prescribe, shall appoint such attomeysn-fact, as may be necessary to actin behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obfigations. Such attomeysn-fact subject to the limllations set br1h In their respective powers or attorney, shall have lull power to bind the Company by lhe slgnature and execution or any such instrumenls and to atlach therelo the sea lof the Company. When so executed such hstrumenls shall be as binding as f signed by lhe president and attested by lhe secrelary.

Certificate of Designation - The President or the Company, acting pursuant to the Bylaws of lhe Cony, authorizes David M. Carey, Assistant Secretary to appoint such attorneys-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknov. edge and deiver as surety any and an undertakings, bonds, recognizances and other surety obli'galioos.

Authorization - By unanimous consent of the Company's Board of Direclors, the Company consents that acsimae or mechanlcaDy reproduced signalure of any assistant secrelary of the Company, wherever appearing upon a certified copy of any power olattorney issued by tile Company in connection wilh surety bonds, shall be valid and binding upon the Company with the same force and effect as !hough manua y affixed.

I, Gregory W. Davenport, the undersigned, Assistant Secretary, of American Fire and casualty Company, The Ohio casualty Insurance Company, \.Jberty Mutual Insurance Company, and West American Insurance Company do hereby certify that the origfial power of attorney of w!lich the foregoing is a full, true and CO!!eCI oopy of the Power of Attorney executed by said Companies, ls in M orce and effect and has not been revoked.

NTESTIMONY WHEREOF, Ihave hereunlo set my hand and affixed the seals of said Companies! his day of __, 20.

By: ____ ....,...
Gregory W. Davonport, Assistant Seaelary

DRAFT

PRESENTED July 28, 2015

RESOLUTION NO. 2015- ADOPTED _____

A RESOLUTION: APPROVING A PERFORMANCE AND PAYMENT BOND FOR THE STONEWALL POWER PROJECT RECLAIMED WATER LINE CONSTRUCTION.

WHEREAS, the Town has agreed to supply reclaimed water to Panda Stonewall LLC (formerly known as Green Energy Partners/Stonewall LLC) for its green energy power plant located south of the Town Panda Stonewall LLC ("Panda"), the developer of the Stonewall Power Project has agreed to construct the reclaimed water line ("the purple line"), but once constructed, the Town will retain ownership of the purple line; and

WHEREAS, the parties have agreed that Panda will construct the purple line as a shall be constructed as a bonded public improvement pursuant to the Town's normal process and procedures; and

WHEREAS, Panda requests approval of Corporate Surety Bonds (performance and payment) from Continental Casualty Company and Liberty Mutual Insurance Company ("the companies") in the amount of $8,262,537.00 to guarantee the public improvements; and

WHEREAS, the Town Attorney recommends approval and acceptance of the performance bond and payment bonds for the Stonewall Power Project.

THEREFORE, RESOLVED by the Council of the Town of Leesburg in Virginia as follows:

SECTION I. Corporate Surety Bonds from companies in the amount of Eight Million Two Hundred Thousand Sixty Two Thousand Five Hundred Thirty Seven and no/100 ($8,262,537.00) is approved as security to guarantee installation of the public improvements so long as the bonds are approved by the Town Attorney.

A RESOLUTION: APPROVING A PERFORMANCE AND PAYMENT BOND FOR THE STONEWALL POWER PROJECT RECLAIMED WATER LINE CONSTRUCTION.

PASSED this _____day of _____, 2015.

_____
Kristen C. Umstattd, Mayor
Town of Leesburg

ATTEST:

_____
Clerk of Council