

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE MILITARY AND FEDERAL FACILITIES ALLIANCE

ARTICLE I

NAME

The name of the Corporation is The Military and Federal Facilities Alliance (the "Corporation").

ARTICLE II

PURPOSES

The Corporation is organized to receive, maintain and administer assets in perpetuity exclusively for the purposes of promoting and protecting the common good and welfare of the residents of the Cities of Chesapeake, Franklin, Hampton, Newport News, Norfolk, Poquoson, Portsmouth, Suffolk, Virginia Beach and Williamsburg, Virginia, and the residents of the Counties of Isle of Wight, James City, and York, Virginia (said cities and counties are hereinafter sometimes referred to collectively as the "Region"), by influencing legislation or other actions (all such legislation or other actions are hereinafter sometimes referred to collectively as "legislation") of the Federal government, or agencies or entities controlled or funded by the Federal government, in order to retain in, and attract to, the Region facilities, institutions,

organizations or investments owned, operated or funded by the Federal government or such agencies or entities.

ARTICLE III
TAX-EXEMPT OPERATIONS

The Corporation shall have and may exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of Virginia. However, no part of its net earnings shall inure to the benefit of any incorporator, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of the Corporation's purposes. No incorporator, trustee, director, officer or private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution.

The Corporation shall not participate in, or intervene in (including through the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation may act to influence legislation, and otherwise engage in advocacy with respect to legislation, only to the extent permitted by the provisions of the Internal Revenue Code of 1986, as amended (the "Code") or similar statutes, applicable to organizations exempt from Federal income tax pursuant to Section 501(c)(4) of the Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Code.

ARTICLE IV
MEMBERS

The Corporation shall have no members.

ARTICLE V
BOARD OF DIRECTORS

(a) Unless otherwise specified in the Bylaws of the Corporation, the number of directors shall be not less than thirteen (13) nor more than twenty-three (23).

(b) There shall be two (2) classes of directors, as is hereinafter set forth:

(i) Thirteen (13) directors shall be known as the "Public Sector Directors." Each Public Sector Director shall be an individual serving as Mayor, Chair of the Board of Supervisors, or Elected Representative (as hereinafter defined) of one of the following municipalities: the Cities of Chesapeake, Franklin, Hampton, Newport News, Norfolk, Poquoson, Portsmouth, Suffolk, Virginia Beach and Williamsburg, Virginia; and the Counties of Isle of Wight, James City, and York, Virginia. An "Elected Representative" is an individual

serving on the City Council or Board of Supervisors of one of the foregoing municipalities selected by vote of such City Council or Board of Supervisors to serve as a Public Sector Director and whose selection is certified in a writing provided by the Clerk of such City Council or Board of Supervisors to the Corporation.

(ii) Other directors, who shall not exceed ten (10) in number, shall be known as the "Private Sector Directors." Each Private Sector Director shall be an individual who has an ownership interest in, or serves as president, chief executive officer or as a member of the local senior management team with respect to, a business located within the Region. The initial Private Sector Directors shall be elected by majority vote of the Public Sector Directors and shall hold office for a term expiring at the third annual meeting of the Board of Directors occurring after the date of their election to office. Subsequent Private Sector Directors shall serve for terms of two (2) years and shall be elected by majority vote of the directors present at the annual meeting of the Board of Directors. Any vacancy occurring among the Private Sector Directors shall be filled by vote of the remaining directors, with each successor Private Sector Director serving for the remainder of the term of the replaced Private Sector Director.

ARTICLE VI
DISSOLUTION

Upon the dissolution of the Corporation, the directors, after paying or making provision for the payment of all liabilities of the Corporation, shall convey any remaining assets of the Corporation to an organization or organizations chosen by the directors which is or are exempt

from Federal income taxation under Sections 501(c)(3), 501(c)(4) or 501(c)(6) of the Code, or to the Commonwealth of Virginia, a political subdivision thereof or any agency of either, for a public purpose.

ARTICLE VII
LIABILITY AND INDEMNIFICATION

(a) To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

(b) To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE VIII
REGISTERED AGENT AND OFFICE

The post office address of the initial registered office shall be c/o Kaufman & Canoles, P.C., 150 W. Main Street, Suite 2100, Norfolk, Virginia 23510, in the City of Norfolk. The initial registered agent shall be Vincent J. Mastracco, Jr., who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office.

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