

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

February 9, 2026

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:12 p.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 206, Danville, Virginia. Present were City of Danville Members Vice Chairman Sherman M. Saunders, J. Lee Vogler, Jr., and Alternate Dr. Gary P. Miller. Pittsylvania County Members present were Chairman William V. Ingram, Robert Tucker and Alternate Darrell Dalton.

City/County staff members attending were: City Manager Ken Larking, County Administrator Vincent Shorter, Authority Treasurer Michael Adkins, Pittsylvania County Director of Finance Kim Van Der Hyde, City of Danville Accountants Jaime Pritchett and Zachary Lovelace, City of Danville Director of Public Works Rick Drazenovich, Assistant City Manager Briana Evans, City of Danville Director of Economic Development Corrie Bobe, Assistant Director of Economic Development Kelvin Perry, Pittsylvania County Director of Economic Development Matt Rowe, Project Manager Kattie Saunders, Legal Counsel to the Authority Michael Guanzon, and Secretary to the Authority Susan DeMasi. Also present were Linda Green, Pittsylvania County Supervisors Ken Bowman and Murray Whittle, and Shawn Harden from Dewberry.

Chairman William V. Ingram presided.

PUBLIC COMMENT PERIOD

No one desired to be heard.

APPROVAL OF MINUTES OF THE JANUARY 12, 2026, REGULAR MEETING

Upon **Motion** by Mr. Saunders and **second** by Mr. Tucker, Minutes of the January 12, 2026, Regular Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

NEW BUSINESS

5A. CONSIDERATION OF RESOLUTION 2026-02-09-5A FURTHER REVISING THE AMENDED AND RESTATED BY LAWS OF THE AUTHORITY

Legal Counsel to the Authority Michael Guanzon explained this item was discussed at last month's meeting; it gives Mr. Shorter and Mr. Larking some extra definitions of what they can do outside of the meeting. This will help things operate a bit more efficiently.

Mr. Vogler **moved** for adoption of *Resolution 2026-02-09-5A, a Resolution further revising the Amended and Restated Bylaws of the Authority adopted August 13, 2007, and last revised May 13, 2024, by adding new Subparagraphs 6(d)(iv), 6(d)(v) and 6(d)(vi) of Article VI ("Officers"), adding to the definition of "Ordinary Contracts" each of the following: Option Agreements or Purchase Agreements for land in compliance with Article IV, Paragraph 2, but excluding the Authority to proceed to closing under such agreements; (2) Change Orders in compliance with Article IV, Paragraph 2; and (3) Grant Applications, but excluding the execution and delivery of any applicable Grant Performance Agreements, where notice was given pursuant to Agenda Item 2026-01-12-5B.*

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The Motion was **seconded** by Mr. Tucker and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

5B. CONSIDERATION OF RESOLUTION 2026-02-09-5B APPROVING A MODIFICATION TO THE LOCAL PERFORMANCE AGREEMENT WITH MICROPOROUS

Pittsylvania County Director of Economic Development Matt Rowe explained when the Microporous project was initially announced in 2024, it had one financing structure and financing partner group. Due to some changes in business models, that financial structure was modified; with this financing they will be taking title to the property. Dewberry has done subdivision plats so that the 212 acres was in three separate parcels. The first phase, which was approximately 500,000 square feet and represented a little over half a billion dollars in investment, was going on one of those lots. The second phase, which was a mirror of the first phase, was going on the second lot. That was what Governor Youngkin announced with the \$1.3B of investment and the 2,000 jobs, those two phases. There was the possibility of a third phase or additional phases; that would be on that third lot. The original Ground Lease under Phase 1 will be updated to reflect the purchase of the property. RIFA had obtained a \$25M loan from the Tobacco Commission for the new gas gate and were looking to run a new gate and line. They were able to work with the company based on the types of equipment they were purchasing and with Danville Utilities; they have done a great job of coming up with an alternative with only an additional cost of \$2.5M. Danville Utilities was working directly with the Tobacco Commission on that approximately \$2.5M loan structure. The company will also provide a \$4.9M Letter of Credit for the value of the land until they meet performance, which was when they had vertical construction; at that point the LOC would go away. The \$4.9M Property Development Grant, which was the land value, was updated to reflect it was not a ground lease but a fee simple title. Because of how this was being done now, with the developer owning the property and building the building, it forces them to get right with RIFA as far as any kind of claw backs or reimbursements that were required before they can have utilization of the property moving forward for additional uses.

Mr. Guanzon noted RIFA staff has been very involved in making sure the deal that was being negotiated with Microporous and the investors puts RIFA in a better position than when they first signed it. It was always contemplated before the first documents were done, that RIFA was either going to give or sell the property to them, and they ended up with a complicated ground lease. Microporous came back and said their investors changed and to go ahead and buy the property, which gave RIFA a great opportunity with respect to certain restrictive covenants on the property. Staff put in place items that will be in the document that discussed sunseting of certain use restrictions. For example, there was a use restriction that was not in the restrictive covenants, or zoning, but they were for the Microporous property so it couldn't be used for warehousing distribution, uranium mining, data centers, or solar farms. Staff wanted to make sure if there was any other use, they wouldn't change the use and try to get out of their economic development deal with RIFA. This puts RIFA in a stronger position from a business perspective as well as a legal one. This approval would authorize staff to finalize the other terms and details of the document and authorize the Chairman and Vice Chairman to sign the document when it was ready.

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Mr. Ingram questioned the cost of the land and Mr. Guanzon stated it was \$5M; the \$4.9M was going to be a grant RIFA would have done before, and so they will pay \$100,000 cash at closing.

Mr. Tucker **moved** for adoption of *Resolution 2026-02-09-5B, a Resolution approving a modification to the Minimum Business Terms of that certain Local Performance Agreement with Microporous, LLC, a Delaware Limited Liability Company (the "Company"), and others, approved under Resolution No. 2024-11-13-A, where (1) the original two phases of investment and development will be updated to reflect three phases, (2) the original Ground Lease under Phase 1 will be updated to reflect the purchase of the property to be identified as Phase 1-A lot and Phase 1-B lot, (3) the Restrictive Covenants on the Phase 1-A Lot and Phase 1-B Lot will be updated to reflect a restriction to General Manufacturing uses and expressly not for a data center, warehouse, distribution center, or solar farm and will be subject to a Restriction Release Agreement and Sunset Provisions, (4) the Gas Gate and Line Extension Release Fee will be deleted and inapplicable, (5) the Company will provide a \$4,900,000 Letter of Credit until Satisfaction of the \$4.9M Real Property Development Grant, (6) the Authority will award to the Company a \$4.9M Real Property Development Grant upon commencement of Vertical Construction of the new Phase 1 Building, (7) certain dates would be updated to reflect Performance Dates across the three phases, (8) the Phase 1-A Building Footprint will be subject to the Authority's Reasonable Approval, and (9) the Company's Performance Metrics will be updated to reflect the New Performance Metrics as identified on Schedule 5, all as more fully described in that certain LPA Amendment Term Sheet.*

The Motion was **seconded** by Mr. Saunders and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

5C. CONSIDERATION OF RESOLUTION 2026-02-09-5C AUTHORIZING AN AMENDMENT TO PIPELINE AND RIGHT OF WAY AGREEMENT WITH MOUNTAIN VALLEY PIPELINE

Mr. Rowe explained this item was for the Mountain Valley Pipeline Southgate; they had some minor amendments regarding the Transco extension line going through the park, readjusting how it was following the Transco line. Staff required them to pay RIFA \$10,000 for the process of going back and having the RIFA Board consider the approval of this additional temporary easement space. It was reviewed by Dewberry, and it does not impact any developable area of the park. The Company has already paid RIFA approximately \$800,000 in the original right of way sale for Southgate.

Mr. Saunders **moved** for adoption of *Resolution 2026-02-09-5C, a Resolution authorizing the negotiation, execution and delivery of an amendment to Pipeline Right of Way and Easement Agreement between the Authority and Mountain Valley Pipeline LLC, Series B, by and through its operator EQM Gathering Opco, LLC, a Delaware Limited Liability Company, as grantee, under which certain easement areas and temporary workspace areas over, through and along a portion of the Authority's Southern Virginia Megasite at Berry Hill Project (GPIN 1367-30-1931), located in Pittsylvania County, Virginia, will be modified or adjusted to accommodate the continued development of the property and Mountain Valley Pipeline's Southgate Project.*

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The Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

5D. FINANCIAL STATUS REPORT AS OF JANUARY 31, 2026

Authority Treasurer Michael Adkins gave the Financial Status report as of January 31, 2026, beginning with General Expenditures for the current fiscal year with routine costs for the month including meals paid to the Institute of \$537.30, the monthly utility bill of \$101.38 and the recurring maintenance payment to Sellars Brothers of \$5,950. Funding Other than Bonds for the Megasite had two items, one was an invoice for WSP for their work at the cemetery of \$5,845.70 and the monthly loan interest for the Hairston property purchase of \$9,130.65. There was no activity for Lots 4, Lots 1 and 2, Water and Sewer at Berry Hill and the Cyber Park for the month of January. Under Rent, Interest and Other Income, RIFA received \$23,342 from the Institute related to the Hawkins' Building, and for the cell tower located on the Hairston property, that lease was finalized with Crown Castle and RIFA received their payment for \$8,750. For Miscellaneous Income, RIFA received \$707,000 from the Commonwealth of Virginia for the TROF grant for Tyson; that was passed to RIFA and will be forwarded to Tyson at the appropriate time. Under expenditures, as the Board will recall, RIFA had a COF grant passed from the State to RIFA for Harlow. It was determined that Harlow met about 50% of their capital expenditures and employee requirements, so approximately half of that grant was returned to the Treasurer of Virginia; that expenditure was \$72,765. RIFA also paid the Institute for the Hawkins' Building related maintenance agreement of \$23,342.11.

Mr. Tucker **moved** to accept the Financial Report as presented. The Motion was **seconded** by Mr. Vogler and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

6. CLOSED SESSION

At 12:30 p.m. Mr. Saunders **moved** that the Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority be recessed in a Closed Meeting for the following purposes:

[During the closed session, all matters discussed shall involve receiving advice from legal counsel, and as such all communications during the closed session shall be considered attorney-client privileged.]

- A. As permitted by Section 2.2-3711(A)(5) of the Code of Virginia, 1950, as amended ("Virginia Code"), for discussion concerning one or more prospective businesses where no previous announcement has been made of that business's interest in locating its facilities in one or more of the Authority's projects, located in Pittsylvania County, Virginia, and/or Danville, Virginia; and

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- B. As permitted by Virginia Code § 2.2-3711(A)(39) for discussion or consideration of records excluded under Virginia Code § 2.2-3705.6(3) (including without limitation (i) those certain confidential proprietary records voluntarily provided by private business pursuant to a promise of confidentiality from the Authority, and used by the Authority for business and trade development and (ii) those certain memoranda, working papers, or other information related to businesses that are considering locating or expanding in Virginia, prepared by the Authority, where competition or bargaining is involved and where disclosure of such information would adversely affect the financial interest of the Authority); such information being excluded from mandatory disclosure under Virginia Code § 2.2-3705.1(12) (information relating to the negotiation and award of a specific contract pertaining to the Authority's Southern Virginia Megasite at Berry Hill project, Cyber Park project and/or Cane Creek Centre project, where competition or bargaining is involved and where the release of such information would adversely affect the bargaining power or negotiating strategy of the Authority) and Virginia Code § 2.2- 3705.1(8) (appraisals and cost estimates of real property in one or more of the Authority's projects subject to a proposed purchase, sale, or lease, prior to the completion of such purchase, sale, or lease); and
- C. As permitted by Virginia Code § 2.2-3711(A)(3) for discussion or consideration of the acquisition and/or the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority; and
- D. As permitted by Virginia Code § 2.2-3711(A)(8) for consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel; and
- E. As permitted by Virginia Code § 2.2-3711(A)(29) for discussion of the award of a public contract involving the expenditures of public funds where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the Authority.

The Motion was **seconded** by Mr. Tucker and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

7. RETURN TO OPEN SESSION

On **Motion** by Mr. Vogler and **second** by Mr. Tucker and by unanimous vote at 1:39 p.m., the Authority returned to open meeting.

Mr. Vogler **moved** for adoption of the following Resolution:

That the Authority certify that, to the best of each Member's knowledge:

- (i) only public business matters lawfully exempted from the open meeting requirements of Virginia Law were discussed in the Closed Meeting to which this Certification Resolution applies, and

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(ii) only such public business matters as were identified in the Motion convening the Closed Meeting were heard, discussed, or considered by the Authority.

The Motion was **seconded** by Mr. Tucker and carried by the following vote:

VOTE: 4-0
AYE: Ingram, Tucker, Saunders, Vogler (4)
NAY: None (0)

8. COMMUNICATIONS

RIFA Board members noted it was a great meeting and thanked everyone for their hard work.

Mr. Guanzon noted, when the City Manager officer and County Administrator Officer execute the small contracts, staff was to report them to the Board; staff will have the full list next month.

Mr. Adkins noted Zach Lovelace was a new staff member, who will replaced Meredith Franklin, and took over her RIFA duties.

Linda Green noted the ATDM groundbreaking/ribbon cutting targeted date was June 3rd, the time was not known yet; they were coordinating it with the other funders.

Mr. Larking noted staff received information from MVP related to some artifacts that were found on the property, and staff needed to work on their disposition. There were best practices suggested including working with the Department of Historic Resources. A decision will have to be made regarding those artifacts.

Meeting adjourned at 1:45 p.m.

APPROVED:

s/ William V. Ingram
Chairman

s/ Susan M. DeMasi
Secretary to the Authority