



**DANVILLE-PITTSYLVANIA**  
REGIONAL INDUSTRIAL FACILITY AUTHORITY

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY  
AUTHORITY AGENDA**

**SPECIAL CALLED MEETING**

**City of Danville, Virginia  
County of Pittsylvania, Virginia**

**Institute for Advanced Learning and Research  
150 Slayton Avenue, Room 205  
Danville, Virginia**

**April 24, 2026**

**9:00 AM**

**County of Pittsylvania Members**

William V. ("Vic") Ingram, Chairman  
Robert M. Tucker, Jr.  
Darrell W. Dalton, Alternate

**City of Danville Members**

Sherman M. Saunders, Vice Chairman  
J. Lee Vogler, Jr.  
Dr. Gary P. Miller, Alternate

**Staff**

Kenneth F. Larking, City Manager Officer  
Vincent E. Shorter, County Administrator Officer  
Christian & Barton, L.L.P., Legal Counsel to Authority  
Susan M. DeMasi, Authority Secretary  
Michael L. Adkins, Authority Treasurer

**1. MEETING CALLED TO ORDER**

**2. ROLL CALL**

**3. PUBLIC COMMENT**

*Members of the public who desire to comment on a specific agenda item will be heard during this period. The Chairman/Vice Chairman of the Authority may restrict the number of speakers. Each speaker shall be limited to a total of three minutes for comments.*

*[Please note that the public comment period is not a question-and-answer session between the public and the Authority.]*

**4. CLOSED MEETING**

*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*
- 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) 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*

**5. RETURN TO OPEN SESSION**

- A. Confirmation of Motion and Vote to Reconvene in Open Meeting.*

*B. Motion to Certify Closed Meeting.*

## **6. NEW BUSINESS**

- A. Consideration of Resolution No. 2026-04-24-6A, approving the form of an Amended and Restated Local Performance Agreement with Microporous, LLC, a Delaware limited liability company, initially adopted by the Authority under Resolution No. 2024-11-13-5A in connection with Resolutions No. 2026-02-09-5B and 2026-04-13-5D, to be executed by the Authority and others, in exchange for capital investments of at least \$1,350,000,000.00 and the creation of 1,832 full-time jobs with an average yearly base wage of at least \$60,995.39 – Matthew D. Rowe, Director of Economic Development, Pittsylvania County, Virginia.
- B. Consideration of Resolution No. 2026-04-24-6B, approving the form of an Amendment to Declaration of Restrictive Covenants affecting the Authority’s Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia – Steven W. Lippman, Esq. Christian & Barton, L.L.P., Authority legal counsel.

## **COMMUNICATIONS**

*[At this special meeting, no action by the Authority may be taken on any items communicated by the Authority Board Members.]*

*A. Authority Board Members*

*B. Staff*

## **8. ADJOURN**



**DANVILLE-PITTSYLVANIA**  
REGIONAL INDUSTRIAL FACILITY AUTHORITY

---

ITEM: 6.A.  
DATE: April 24, 2026  
FROM: Matt Rowe | Pittsylvania County Director of Economic Development  
RE: Consideration of Resolution No. 2026-04-24-6A, approving the form of an Amended and Restated Local Performance Agreement with Microporous, LLC, a Delaware limited liability company, initially adopted by the Authority under Resolution No. 2024-11-13-5A in connection with Resolutions No. 2026-02-09-5B and 2026-04-13-5D, to be executed by the Authority and others, in exchange for capital investments of at least \$1,350,000,000.00 and the creation of 1,832 full-time jobs with an average yearly base wage of at least \$60,995.39 – Matthew D. Rowe, Director of Economic Development, Pittsylvania County, Virginia.

**ATTACHMENTS**

1. Resolution 2026-04-24-6A

**Resolution No. 2026-04-24-6A**

**A RESOLUTION APPROVING THE FORM OF AN AMENDED AND RESTATED LOCAL PERFORMANCE AGREEMENT OF MICROPOROUS, LLC, A DELAWARE LIMITED LIABILITY COMPANY, ADOPTED BY THE AUTHORITY UNDER RESOLUTION NO. 2024-11-13-5A IN CONNECTION WITH RESOLUTIONS NO. 2026-02-09-5B AND 2026-04-13-5D, SUCH AMENDED AND RESTATED AGREEMENT TO BE EXECUTED BY THE AUTHORITY AND OTHERS, IN EXCHANGE FOR CAPITAL INVESTMENTS OF AT LEAST \$1,350,000,000.00 AND THE CREATION OF 1,832 FULL-TIME JOBS WITH AN AVERAGE YEARLY BASE WAGE OF AT LEAST \$60,995.39**

**WHEREAS**, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

**WHEREAS**, the Authority, the City of Danville, Virginia (the “**City**”), and the County of Pittsylvania County, Virginia (the “**County**”), in order to stimulate economic growth and development of the community by creating jobs and infrastructure have agreed to provide incentives to new and expanding businesses which conduct industrial activity; and

**WHEREAS**, the Authority entered into that certain Local Performance Agreement dated November 13, 2024 (the “**Original LPA**”), as authorized for amendment by Resolutions No. 2026-02-09-5B and 2026-04-13-5D, with Microporous, LLC, a Delaware limited liability company (“**Microporous**”) and MP Assets Corporation, a Delaware corporation (the “**Parent Company Guarantor**”; Microporous and the Parent Company Guarantor, collectively, the “**Company**”), to establish and operate new lithium-ion battery separator manufacturing facilities to be constructed in the Authority's Southern Virginia Megasite at Berry Hill (“**SVM**”), located in Pittsylvania County, Virginia; and

**WHEREAS**, the Authority, pursuant to Resolution No. 2026-02-09-5B, approved the negotiation, execution and delivery of an amendment and restatement of the Original LPA, that included, among others, certain performance metrics to be reached by Microporous (the “**First Amended LPA**”); and

**WHEREAS**, the Authority, pursuant to Resolution No. 2026-04-13-5D, approved the negotiation, execution and delivery of an amendment and restatement of the First Amended LPA, that updated certain performance metrics to be reached by Microporous (the “**Second Amended LPA**”); and

**WHEREAS**, in light of changes in the marketplace, the Authority and the Company desire to revise those performance metrics as follows (collectively, the “**Revised Performance Metrics**”):

- (i) Capital Investment: at least \$1,350,000,000.00;
- (ii) New Jobs: at least 1,832 New Jobs to be created; and

**Resolution No. 2026-04-24-6A**

- (iii) Average annual wages of those New Jobs, excluding fringe benefits, of \$60,995.39.

**WHEREAS**, the Authority has determined that it is in the best interests of the Authority, of the citizens of the County and the City, and of further development of the SVM, for the Authority to approve the form of the Amended and Restated Local Performance Agreement attached as Schedule A incorporating the Revised Performance Metrics (the “**A&R LPA**”), consistent with this Resolution.

**NOW, THEREFORE, BE IT RESOLVED**, that

1. The Authority hereby authorizes and approves the A&R LPA and ancillary documents, as described in this Resolution, and substantially in the form of **Exhibit A**, each of the Authority’s Chairman and Vice Chairman, in consultation with the other, is authorized to further modify the A&R LPA and/or ancillary documents on such terms and conditions as the Chairman or Vice Chairman, in consultation with the other, determines to be reasonable, appropriate and consistent with this Resolution and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the A&R LPA, and all other related documents to consummate the transaction, on behalf of the Authority, such execution of the A&R LPA, and related documents by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any modifications as consulted by and between the Chairman and Vice Chairman.. The Authority hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, in consultation with the other, to further negotiate and further amend the A&R LPA and ancillary documents, including without limitation the Revised Performance Metrics, on behalf of the Authority, consistent with this Resolution and as approved by legal counsel to the Authority as to legal form, such execution of any such amendments by the Chairman (or Vice Chairman as the case may be) to conclusively establish the approval of any such amendments.

2. The Authority hereby authorizes and directs the City Manager Officer, the County Administrator Officer, staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

3. This Resolution shall take effect immediately upon its adoption.

- # -

**Exhibit A**

**CERTIFICATE**

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a special meeting duly called and held on April 24, 2026, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority as of the 24th day of April 2026.

---

**SUSAN M. DeMASI**, Secretary  
Danville-Pittsylvania Regional Industrial Facility  
Authority

(SEAL)

**Resolution No. 2026-04-24-6B**

**A RESOLUTION APPROVING THE FORM OF AN AMENDMENT TO THE DECLARATION OF RESTRICTIVE COVENANTS AFFECTING THE AUTHORITY'S SOUTHERN VIRGINIA MEGASITE AT BERRY HILL, LOCATED IN PITTSYLVANIA COUNTY, VIRGINIA.**

**WHEREAS**, the Danville-Pittsylvania Regional Industrial Facility Authority (the “**Authority**”) is a political subdivision of the Commonwealth of Virginia duly created pursuant to the Virginia Regional Industrial Facilities Act, as amended; and

**WHEREAS**, the Authority made that certain Declaration of Protective Covenants as of August 14, 2017, recorded as Instrument Number 170005098 in the Clerk's Office of the Circuit Court of Pittsylvania County, Virginia (the “**Clerk's Office**”), as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 24, 2020, recorded as Instrument Number 200002897 in the Clerk’s Office, as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 30, 2022, recorded as Instrument Number 230002946 in the Clerk’s Office, and as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 30, 2022, recorded as Instrument Number 230002947 in the Clerk’s Office (collectively, the “**Original Declaration**”), which placed numerous conditions, covenants, restrictions and reservations on that certain real property, commonly known as the Southern Virginia Megasite at Berry Hill (the “**SVM**”), situated in Pittsylvania County, Virginia, containing an aggregate of approximately 3,528.265 acres, (the “**Property**”); and

**WHEREAS**, pursuant to Section 10.2 of the Original Declaration, so long as the Authority owns fifty percent (50%) or more of the total acreage of the Property less the total acreage of the Property Used in Common, the Original Declaration may be amended by the Authority upon written notice to the Owners (excluding trustees under deeds of trust); and

**WHEREAS**, as of the Effective Date, there is no Property Used in Common; and

**WHEREAS**, the Authority owns fifty (50%) or more of the total acreage of the Property less the total acreage of the Property Used in Common and therefore has the authority to amend the Original Declaration; and

**WHEREAS**, the Authority now desires to modify the Original Declaration pertaining to: (i) requirements for future amendment of the Original Declaration by the Authority; and (ii) exceptions to certain restrictions with respect to that certain portion of the SVM to be conveyed to S&S ICM Danville LP, a Virginia limited partnership, and review of future development plans, where such amended provisions are substantially in the form attached hereto as **Exhibit A-1** and **Exhibit A-2**, each incorporated herein by this reference (the “**Amendments**”); and

**WHEREAS**, the Authority’s Board of Directors has determined that the Amendments are in furtherance of the Authority's purpose to enhance the economic base for the member localities by ensuring certain new and expanding businesses wishing to build facilities within the SVM are not prohibited by unnecessary restrictions; and

**WHEREAS**, the Authority’s Board of Directors has determined that it is in the best interests of the Authority and the citizens of the City and the County for the Authority to approve

**Resolution No. 2026-04-24-6B**

the form of the Amendments as set forth on Exhibit A-1 and Exhibit A-2 and authorize the negotiation, execution, delivery and recordation of the Amendments, subject to approval and modification by the Authority's legal counsel as to legal form.

**NOW, THEREFORE, BE IT RESOLVED THAT**, having provided such notification to the Owners as required under the Original Declaration, the Authority hereby amends the Original Declaration, as follows:

1. The Authority hereby authorizes and approves the negotiation, execution, delivery and recordation of the Amendments, substantially in the form attached as Exhibit A-1 and Exhibit A-2, as described in this Resolution and subject to the approval by legal counsel to the Authority as to legal form, together with such amendments, deletions or additions thereto as may be approved by the Chairman or the Vice Chairman of the Authority, and hereby authorizes the Chairman and the Vice Chairman, either of whom may act independently of the other, to execute and deliver the Fourth Amendment on behalf of the Authority, such execution of the Amendments by the Chairman (or Vice Chairman as the case may be) to conclusively establish his approval of any amendments, deletions or additions thereto.

2. The Authority hereby authorizes and directs staff and other agents and representatives working on behalf of the Authority to take such actions and to do all such things as are contemplated by the Amendments, or as they in their discretion deem necessary or appropriate in order to carry out the intent and purposes of this Resolution.

3. The Authority hereby approves, ratifies and confirms any and all actions previously taken by the Authority, its agents and representatives, in respect to the Amendments and the matters contemplated therein or related thereto on or before the date this Resolution is adopted.

4. This Resolution shall take effect immediately upon its adoption.

- # -

**CERTIFICATE**

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a special meeting duly called and held on April 24, 2026, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority as of the 24th day of April 2026.

---

**SUSAN M. DeMASI**, Secretary  
Danville-Pittsylvania Regional Industrial Facility  
Authority

(SEAL)

**Exhibit A-1**  
**(Form of Amendments)**

See attached.

**Exhibit A-2**  
**(Form of Amendments)**

See attached.

**CERTIFICATE**

I, the undersigned Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority, hereby certify that the foregoing is a true, correct and complete copy of a Resolution duly adopted by a majority of the directors of the Danville-Pittsylvania Regional Industrial Facility Authority at a special meeting duly called and held on April 24, 2026, and that such Resolution has not been repealed, revoked, rescinded or amended, but is in full force and effect on the date hereof.

**WITNESS** my hand as Secretary of the Danville-Pittsylvania Regional Industrial Facility Authority as of the 24th day of April 2026.

---

**SUSAN M. DeMASI**, Secretary  
Danville-Pittsylvania Regional Industrial Facility  
Authority

(SEAL)

Prepared by:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Tax Map Numbers: [\_\_\_\_\_]

**SOUTHERN VIRGINIA MEGASITE AT BERRY HILL  
AMENDMENT TO  
DECLARATION OF PROTECTIVE COVENANTS**

**THIS AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS** (this “*Amendment*”) is made as of this \_\_\_ day of April, 202[\_\_\_] (the “*Effective Date*”), by the **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia (“*Authority*”).

**RECITALS**

**WHEREAS**, the Authority made that certain Declaration of Protective Covenants as of August 14, 2017, recorded as Instrument Number 170005098 in the Clerk's Office of the Circuit Court of Pittsylvania County, Virginia (the “*Clerk's Office*”), as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 24, 2020, recorded as Instrument Number 200002897 in the Clerk's Office, as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 30, 2022, recorded as Instrument Number 230002946 in the Clerk's Office, and as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 30, 2022, recorded as Instrument Number 230002947 in the Clerk's Office (collectively, the “*Original Declaration*”), which placed numerous conditions, covenants, restrictions and reservations on that certain real property, commonly known as the Southern Virginia Megasite at Berry Hill, situated in Pittsylvania County, Virginia, containing an aggregate of approximately 3,528.265 acres, as more particularly described on **Exhibit A** attached hereto and incorporated herein (collectively, the “*Property*”); and

**WHEREAS**, pursuant to Section 10.2 of the Original Declaration, so long as the Authority owns fifty percent (50%) or more of the total acreage of the Property less the total acreage of the Property Used in Common, the Original Declaration may be amended by the Authority upon written notice to the Owners (excluding trustees under deeds of trust); and

**WHEREAS**, as of the Effective Date, there is no Property Used in Common; and

**WHEREAS**, the Authority owns fifty (50%) or more of the total acreage of the Property less the total acreage of the Property Used in Common and therefore has the authority to amend the Original Declaration; and

**WHEREAS**, the Authority now desires to modify the Original Declaration, as more particularly set forth herein.

**NOW, THEREFORE**, having provided such notification to the Owners as required under the Original Declaration, the Authority hereby amends the Original Declaration, as follows:

1. Recitals; Capitalized Terms. The foregoing recitals are incorporated into this Amendment by this reference thereto. Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Original Declaration.

2. Amendments.

(a) Section 10.2 of the Original Declaration is hereby amended to provide that except as otherwise provided or limited in this Amendment, so long as the Authority owns fifteen (15) or more acres of land of the Property, the Original Declaration may be amended by the Authority upon written notice to the Owners (excluding trustees under deeds of trust).

(b) Notwithstanding anything to the contrary in the Original Declaration, as amended:

(i) any amendment or modification pursuant to Section 10.2 of the Original Declaration to the Permitted Uses or Prohibited Uses of the Original Declaration shall require the prior written unanimous consent of all Owners of land subject to the Original Declaration, as amended; and

(ii) any other amendment or modification that would materially impair the value, use, or operation of any land subject to the Original Declaration, as amended, or that would impose additional costs on any Owner, shall require the prior written unanimous consent of all Owners of land subject to the Original Declaration, as amended.

3. Miscellaneous. Except as further modified by this Amendment, all of the terms and provisions of the Original Declaration are hereby expressly ratified and confirmed, and shall remain in full force and effect.

[SIGNATURE PAGE FOLLOWS]

**IN WITNESS WHEREOF**, with due authority, the undersigned has executed this **AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS** as of the Effective Date.

**AUTHORITY:**

**DANVILLE-PITTSYLVANIA REGIONAL  
INDUSTRIAL FACILITY AUTHORITY,**  
a political subdivision of the Commonwealth of Virginia

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**COMMONWEALTH OF VIRGINIA**  
**CITY/COUNTY OF \_\_\_\_\_, to wit:**

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that \_\_\_\_\_, as \_\_\_\_\_ of the Danville-Pittsylvania Regional Industrial Facility Authority, a political subdivision of the Commonwealth of Virginia, whose name is signed to the foregoing instrument, has acknowledged the same before me in the aforesaid jurisdiction on behalf of the Authority.

GIVEN under my hand and seal on \_\_\_\_\_, 2026.

\_\_\_\_\_  
Notary Public

Prepared by:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Tax Map Numbers: [\_\_\_\_\_]

**SOUTHERN VIRGINIA MEGASITE AT BERRY HILL  
AMENDMENT TO  
DECLARATION OF PROTECTIVE COVENANTS**

**THIS AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS** (this “*Amendment*”) is made as of this \_\_\_ day of April, 202[\_\_\_] (the “*Effective Date*”), by the **DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**, a political subdivision of the Commonwealth of Virginia (“*Authority*”).

**RECITALS**

**WHEREAS**, the Authority made that certain Declaration of Protective Covenants as of August 14, 2017, recorded as Instrument Number 170005098 in the Clerk's Office of the Circuit Court of Pittsylvania County, Virginia (the “*Clerk's Office*”), as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 24, 2020, recorded as Instrument Number 200002897 in the Clerk’s Office, as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 30, 2022, recorded as Instrument Number 230002946 in the Clerk’s Office, and as amended by that certain Amendment to Declaration of Protective Covenants dated as of June 30, 2022, recorded as Instrument Number 230002947 in the Clerk’s Office, and as amended by that certain Amendment to Declaration of Protective Covenants recorded immediately prior to this Amendment in the Clerk’s Office (collectively, the “*Original Declaration*”), which placed numerous conditions, covenants, restrictions and reservations on that certain real property, commonly known as the Southern Virginia Megasite at Berry Hill, situated in Pittsylvania County, Virginia, containing an aggregate of approximately 3,528.265 acres, as more particularly described on **Exhibit A** attached hereto and incorporated herein (collectively, the “*Property*”); and

**WHEREAS**, the Authority has conveyed to S&S ICM Danville LP, a Virginia limited partnership, that certain 120.667 acre portion of the Property (the “*S&S Land*”), as more particularly described on **Exhibit B** attached hereto and incorporated herein; and

**WHEREAS**, pursuant to Section 10.2 of the Original Declaration, as amended, so long as the Authority owns fifteen (15) or more acres of land of the Property, the Original Declaration may be amended by the Authority upon written notice to the Owners (excluding trustees under deeds of trust); and

**WHEREAS**, as of the Effective Date, there is no Property Used in Common; and

**WHEREAS**, the Authority now desires to modify the Original Declaration solely with respect to the S&S Land, as more particularly set forth herein.

**NOW, THEREFORE**, having provided such notification to the Owners as required under the Original Declaration, the Authority hereby amends the Original Declaration solely with respect to the S&S Land, such that notwithstanding anything set forth in the Original Declaration to the contrary, as of the Effective Date the S&S Land is subject to this Amendment, as follows:

1. Recitals; Capitalized Terms. The foregoing recitals are incorporated into this Amendment by this reference thereto. Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Original Declaration.

2. Review of Plans. All site plans and building permit plans for development projects in the S&S Land (“**Development Plans**”) shall be submitted to and reviewed only by the Authority County Administrator Officer, the Authority City Manager Officer and the Review Committee. No other officials or governing authority, including without limitation the Pittsylvania County Planning Commission, shall be required by the Original Declaration, as amended, to review Development Plans. The Review Committee shall have no subsequent review or approval authority with respect to Development Plans and resulting development of the S&S Land that the Review Committee has previously approved. The Review Committee, the Authority County Administrator Officer and the Authority City Manager Officer shall not disclose to the public any information contained within Development Plans that the Authority is permitted to redact pursuant to the applicable exclusions to the Virginia Freedom of Information Act. The foregoing shall not relieve the Owner(s) of the S&S Land from any requirement to obtain approval of any necessary site plans, grading permits, building permits, or other applicable land development applications or permits required under applicable Pittsylvania County ordinances and regulations.

3. Review Standards. As of the Effective Date, the Review Committee has not adopted standards or criteria for review and approval of plans for the Property. The Review Committee shall not establish any new standards or criteria for review and approval of Development Plans applicable to the S&S Land beyond the existing standards set forth in Division 14, Sec. 35-533-35-544 of the Pittsylvania County Zoning Code for the Southern Virginia Mega Site District, M-SVMS District, in effect as of the Effective Date (the “**M-SVMS Ordinance**”) and the Original Declaration as further amended by this Amendment, without the prior written consent of the Owner(s) of the S&S Land. The Review Committee shall review Development Plans solely for compliance with (i) the M-SVMS Ordinance, (ii) applicable Federal codes and regulations and the statutory provisions applicable to site plans required by the Code of Virginia (1950), as amended, and (iii) the terms and conditions of the Original Declaration as amended by this Amendment. If the Review Committee fails to either approve or disapprove Development Plans within fifteen (15) business days after the same have been submitted to Review Committee for review, it shall be conclusively presumed that said Development Plans have been approved subject, however, to any applicable restrictions on the S&S Land contained in the Original Declaration as further amended by this Amendment.

4. Permitted Uses. All uses permitted by the M-SVMS Ordinance are permitted within the S&S Land.

5. Property Used in Common. As of and following the Effective Date, the Authority shall not designate any portion of the S&S Land as Property Used in Common.

6. Enforcement. The Review Committee and the Authority, in its capacity as Authority and/or as an Owner, including without limitation on behalf of the Review Committee and/or any Owner, shall not have the right to enter the S&S Land or portion thereof to exercise self-help or any other rights under the Original Declaration, except in the event such entry is permitted in writing by the Owner(s) of such portion(s) of the S&S Land after receipt of a written request therefor. The Authority hereby terminates its appointment as attorney-in-fact of the Owner of the S&S Land under Section 9.1 of the Original Declaration. The Authority expressly reserves the right to prosecute a proceeding at law or in equity under Section 9.1 of the Original Declaration.

7. Additional Terms. The following Articles and Sections of the Original Declaration are not applicable to, and are hereby waived with respect to the S&S Land:

- (a) Section 4.1(e) (General Standards for Utilities)
- (b) Section 5.2(d) (Prohibited Uses)
- (c) Section 5.2(f) (Prohibited Uses)
- (d) Section 6.2 (Setback)
- (e) Section 6.3 (Building Coverage)
- (f) Section 6.4 (Minimum Building Size)
- (g) Section 6.5 (Building Occupancy)
- (h) Section 6.6 (Off-Street Parking)
- (i) Section 6.7 (Off-Street Loading Areas)
- (j) Section 6.8 (Landscaping)
- (k) Section 6.9 (Signs)
- (l) Section 6.10 (Architectural Design and Materials)
- (m) Section 6.11 (Outdoor Storage)
- (n) Section 6.12 (Exterior Lighting)
- (o) Section 6.14 (Noise)
- (p) Section 7.1 (Description)
- (q) Sections 7.4(b), 7.4(c), and 7.4(d) (Maintenance)

- (r) Section 7.5 (Right of Access)
- (s) Section 8.3 (Submission of Materials)
- (t) Section 8.4 (Review and Approval)
- (u) Section 8.5 (Effect of Failure to Approve or Disapprove)
- (v) Section 10.5 (Right to Resubdivide).
- (w) Article 12 (Architectural and Design Standards)
- (x) Article 13 (Parking Standards)
- (y) Article 14 (Sign Standards)
- (z) Article 15 (Landscaping Standards)
- (aa) Article 16 (Exterior Lighting)

8. Miscellaneous.

(a) Except as further modified by this Amendment, all of the terms and provisions of the Original Declaration are hereby expressly ratified and confirmed, and shall remain in full force and effect.

(b) If there are any conflicts between the terms and provisions of this Amendment and the terms and provisions of the Original Declaration with respect to the S&S Land, the terms and provisions of this Amendment shall control.

[SIGNATURE PAGE FOLLOWS]

**IN WITNESS WHEREOF**, with due authority, the undersigned has executed this **AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS** as of the Effective Date.

**AUTHORITY:**

**DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY**,  
a political subdivision of the Commonwealth of Virginia

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**COMMONWEALTH OF VIRGINIA**  
CITY/COUNTY OF \_\_\_\_\_, to wit:

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that \_\_\_\_\_, as \_\_\_\_\_ of the Danville-Pittsylvania Regional Industrial Facility Authority, a political subdivision of the Commonwealth of Virginia, whose name is signed to the foregoing instrument, has acknowledged the same before me in the aforesaid jurisdiction on behalf of the Authority.

GIVEN under my hand and seal on \_\_\_\_\_, 2026.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Registration No.: \_\_\_\_\_

EXHIBIT A

PROPERTY DESCRIPTION

DRAFT

EXHIBIT B

S&S LAND DESCRIPTION

DRAFT