

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

April 24, 2026s

A Special Called Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 9:00 a.m. on the above date at the Institute for Advanced Learning and Research, 150 Slayton Avenue, Room 205, 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, Assistant City Manager Briana Evans, City of Danville Assistant Director of Economic Development Kelvin Perry, Pittsylvania County Director of Economic Development Matt Rowe, Project Manager Kattie Saunders, and Secretary to the Authority Susan DeMasi. Also present was Steven Lippman, Via Zoom, and Charles Wilborne from the *Register & Bee*.

Chairman William V. Ingram presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

4. CLOSED SESSION

At 9:02 a.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
- 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

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- 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.

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)

5. RETURN TO OPEN SESSION

On **Motion** by Mr. Vogler and **second** by Mr. Tucker and by unanimous vote at 10:07 a.m., the Authority returned to open meeting.

Mr. Saunders **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

(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. Vogler and carried by the following vote:

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

6. NEW BUSINESS

6A. CONSIDERATION OF RESOLUTION 2026-04-24-6A APPROVING THE FORM OF AN AMENDED AND RESTATED LOCAL PERFORMANCE AGREEMENT

Pittsylvania County Director of Economic Development explained this Resolution was to amend what had been approved at the last meeting; there was a legal error on the Company's side with regard to how they were calculating the full-time jobs. The previous approval was 1,732, the final number was 1,832. The Company's goal was still to create 2,015 jobs but setting the floor at 1,832 full-time jobs with an average yearly base wage of \$60,995.

Mr. Vogler **moved** for adoption of *Resolution 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*

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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.

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)

6B. CONSIDERATION OF RESOLUTION 2026-04-24-6B APPROVING THE FORM OF AN AMENDMENT TO PROTECTIVE COVENANTS

Legal Counsel to the Authority Steven Lippman explained this was a Resolution to approve amendments to the Declaration of Protective Covenants at the SVM. It was broken down into two parts; part one was an amendment to the Declarations modifying and improving RIFA's situation in that RIFA was only required to maintain fifteen acres in the SVM to maintain control over the Declarations. In addition to that, there were some modifications to RIFA's ability to further amend the Restrictive Covenants as it related to the permitted and prohibited uses that were already outlined in the Restrictive Covenants. Mr. Lippman noted part two was a specific amendment relating to Microporous and included some streamlined processes for review of development plans and certain exceptions to other provisions of the Restrictive Covenants that have been discussed and negotiated.

Mr. Tucker **moved** for approval of *Resolution 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.*

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)

8. COMMUNICATIONS

Board Members noted it was a good meeting.

Meeting adjourned at 10:14 a.m.

APPROVED:

s/ William V. Ingram
Chairman

s/ Susan M. DeMasi
Secretary to the Authority