

DANVILLE-PITTSYLVANIA REGIONAL INDUSTRIAL FACILITY AUTHORITY

Minutes

July 13, 2026

A Meeting of the Danville-Pittsylvania Regional Industrial Facility Authority convened at 12:14 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: County Administrator Vincent Shorter, Deputy City Manager Earl Reynolds, Authority Treasurer Michael Adkins, Assistant City Manager Briana Evans, 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, Interim Director of Economic Development Michael Legg, Assistant Director of Economic Development Kelvin Perry, Pittsylvania County Director of Economic Development Matt Rowe, Legal Counsel to the Authority Michael Guanzon, and Megan Holley (via zoom), and Secretary to the Authority Susan DeMasi. Also present were Linda Green, Pittsylvania County Supervisor Ken Bowman, Danville City Council Member Danny Marshall, Director of Utilities Jason Grey, and Brian Bradner, Shawn Harden and Joseph Snead from Dewberry.

Chairman William V. Ingram presided.

PUBLIC COMMENT PERIOD

No one present desired to be heard.

APPROVAL OF MINUTES OF THE SPECIAL CALLED MEETING ON MAY 18, 2026, AND REGULAR MEETING ON JUNE 8, 2026

Upon **Motion** by Mr. Vogler and **second** by Mr. Tucker, Minutes from the May 18, 2026 Special Called Meeting and June 8, 2026, Regular Meeting were approved as presented. Draft copies had been distributed to Authority Members prior to the Meeting.

OLD BUSINESS

5A. CONSIDERATION OF RESOLUTION NO 2026-06-08-5B ADOPTING AMENDMENTS TO THE AUTHORITY'S BYLAWS

Legal Counsel to the Authority Michael Gaunzon explained this was discussed at the last meeting, to update and clarify the bylaws to reflect current practice on how the agenda was set. The Chairman sets the agenda, and staff will work to get it prepared and make sure it was done within the requirements of FOIA open meeting laws. It also provides that when the Secretary polls the RIFA directors and alternates, if it appears that they know in advance that there will not be a quorum at the meeting, she has the authority to look for another date.

Mr. Tucker **moved** for adoption of *Resolution 2026-06-08-5B, a Resolution adopting Amendments to the Authority's Bylaws previously considered under Resolution 2026-06-08-5B at the regular meeting held June 8, 2026 regarding: (1) clarifying the process of setting an agenda, where the City Manager Officer and County Administrator Officer prepare a draft agenda for the Chairman's approval and if the Chairman does not reject or modify the draft*

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agenda, such draft agenda becomes the Agenda, which can be changed by the Chairman during a regular meeting; (2) stating the Chairman shall call a Special Meeting if certain events occur as described in Article VII, Paragraph 3; and (3) providing the Secretary may adjust the time or date of a meeting if the Secretary determines that the Authority's Directors and/or Alternates will unlikely meet quorum requirements for a meeting.

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)

NEW BUSINESS

6A. CONSIDERATION OF RESOLUTION 2026-07-13-6A RATIFYING THE LOCAL PERFORMANCE AGREEMENT WITH SAC III ACQUISITION CO. LLC

Mr. Guanzon noted the Purchase and Sale Agreement with SAC III Acquisition Co., had been signed, and part of that was to sign a local performance agreement which was also at a special meeting. While it was not required to ratify, in his legal opinion as Counsel the document meets the requirements of the last resolution. However, because this was an unusual transaction, this was to officially say that what was signed and made public was in fact what the RIFA board had intended to approve.

Mr. Saunders **moved** for adoption of *Resolution 2026-07-13-6A, a Resolution ratifying that certain Local Performance Agreement dated June 14, 2026, with SAC III Acquisition Co., LLC, a Delaware limited liability company, where such Local Performance Agreement was authorized pursuant to Resolution No. 2026-05-18-4A.*

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)

6B. CONSIDERATION OF RESOLUTION 2026-07-13-6B AUTHORIZING A SUBDIVISION AND COMBINATION PLAT FOR TRACTS 10, AB AND L OF THE SVM AT BERRY HILL

Mr. Rowe noted the draft boundary line adjustments were included in the agenda packet and show what Dewberry was doing to meet the commitment the Board made to the Hairston, Adams and Wilson families of boundary line adjustments to the existing Oak Hill Plantation property, to include the new cemetery and the existing cemetery so it was all one historical piece of property. On the east side, was a boundary line adjustment adding property to what was called Lot 11 which included the existing Crown Towers lease. There was also a long, fee simple strip going to the east; that encompasses an additional cultural feature that staff believed was sensitive and should be added to that historical piece of property.

Mr. Vogler **moved** for Adoption of *Resolution 2026-07-13-6B, a Resolution authorizing the negotiation, execution and delivery of a Subdivision and Combination Plat concerning Tracts*

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10, AB, and L of the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, and the Authority's adjacent real property (Tax Map 1366-12-5834) commonly known as 5981 Berry Hill Road, in support of that certain Purchase and Sale Agreement dated March 9, 2026, by and between The Authority and SAC III Acquisition Co., LLC, a Delaware Limited Liability Company.

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)

6C. CONSIDERATION OF RESOLUTION 2026-07-13-6C AUTHORIZING THE PERFORMANCE AGREEMENT WITH VEDP FOR A VIRGINIA BUSINESS READY SITE PROGRAM GRANT

Mr. Guanzon stated this was a grant that had been applied for from VEDP for a Business Ready Site Program to extend the gas line into the Megasite to serve all tenants, but primarily at the request of Microporous; it was \$6M with a matching component. Under the Cost and Revenue Sharing Agreement between the City and County, utilities were separated, not shared. The recipient of this grant would be RIFA, the City will contract with them for construction and RIFA would act as a fiscal agent for the grant. When expenses need to be reimbursed that the City was going to incur, RIFA will receive the money and the Treasurer will have the funds transferred into the City's accounts. Mr. Guanzon noted he has requested to see if RIFA can assign the whole grant to the City; they were awaiting a response from VEDP.

City of Danville Director of Utilities Jason Grey noted this was a governor awarded grant that was specific to RIFA. The project was out for bid right now and the city was partnering with Southwest Virginia Gas, it was their territory. This was the most economical, quickest way to get Microporous gas crucial to their operation; they need gas one year from now. The City will be the middleman; they would receive gas from the Transco pipeline, deliver it to Southwest Virginia Gas and have that delivered to whichever Berry Hill prospect needed it. Mr. Guanzon explained the local match will come from the City and essentially the city was paying for the infrastructure for this.

Mr. Saunders **moved** for adoption of *Resolution 2026-07-13-5C, authorizing the negotiation, execution and delivery of that certain Performance Agreement by and between the Authority as Grantee and Virginia Economic Development Partnership Authority ("VEDP"), a political subdivision of the Commonwealth of Virginia, as Grantor, for a Virginia Business Ready Site Program ("VBRSP") grant in the amount of \$6,000,000.00, for the purpose of extending Natural Gas Infrastructure in the Authority's Southern Virginia Megasite at Berry Hill, located in Pittsylvania County, Virginia, along with the negotiation, execution and delivery of associated agreements with the City of Danville, Virginia (the "City"), under which the City would cause the construction of such work and the Authority would serve as Fiscal Agent for the VBRSP grant, with the ultimate transfer of such infrastructure to the City; and amendments or consents under that certain Agreement for cost Sharing between the City of Danville, Virginia, and Pittsylvania County, Virginia, dated October 2, 2001, as amended, or in the*

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alternative, if approved by VEDP, the assignment by the Authority of the VBRSP grant to the City.

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)

6D. REPORT ON CONTRACTS EXECUTED BY THE CITY MANAGER OFFICER AND COUNTY ADMINISTRATOR OFFICER

County Administrator Vincent Shorter noted since the last meeting the only contract was the request to renew RIFA's insurance through the Virginia Risk Sharing Association; the premium came due in the amount of \$3,580. He and Mr. Larking approved that expenditure on behalf of RIFA.

Mr. Vogler **moved** to accept the report; 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)

6E. FINANCIAL STATUS REPORT AS OF JUNE 30, 2026

Authority Treasurer Michael Adkins gave the Financial Status report as of June 30, 2026, noting there was only activity on two sheets, beginning with General Expenditures for the fiscal year 2026. These statements were preliminary, not final, and they still have weeks of adjustments to the fiscal year. There was about \$41,700 of expenditures for the month of June, with \$120 paid to Pittsylvania County for a solid waste fee, \$5,950 to Sellars Brothers for the recurring maintenance for Berry Hill and Cane Creek Parks, Sellars Brothers was also paid \$1,555 for preparation work done at the Microporous site for the groundbreaking that did not occur there because of the weather. RIFA also paid Christian and Barton \$22,558 for legal services, and reimbursed the City of Danville \$2,695 for expenses related to the Microporous groundbreaking ceremony that was held at the Institute. RIFA paid the Institute \$667.50 for meals, monthly utilities were \$109.20, and paid FedEx \$76 for transport of legal documents. Rent, Interest and Other Income for Fiscal Year 26, income for the month of June showed RIFA received a little over \$140,000 made up of lease payments from Crown Castle in the amount of \$1,802, and Averett paid on their North Campus lease \$12,656.25. Interest earned for May and June was \$34,038.33, and RIFA also received reimbursement from Danville Regional Foundation for the strategic plan update; that grant was \$17,985. RIFA also received equal amounts from the city and county; both localities paid \$36,965 for debt service. For expenditures, RIFA made the second installment of three to Averett for the purchase of the North Campus, that was \$3,375,000, and Sellars Brothers was paid \$18,500 for the demolition of the Buford Road house that was destroyed by fire earlier this year; insurance covered all but the deductible for that. RIFA paid Dewberry \$3,825 for the final payment of the North Campus ALTA survey, and paid the Institute \$23,358 for maintenance on the Hawkins Building; debt service on the Hairston property purchase was \$13,039.

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Mr. Saunders **moved** to accept the Financial Report as presented. 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. CLOSED SESSION

At 12:32 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
- 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

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- 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. Vogler and carried by the following vote:

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

8. RETURN TO OPEN SESSION

On **Motion** by Mr. Vogler and **second** by Mr. Tucker and by unanimous vote at 1:45 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

(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)

9. COMMUNICATIONS

Board Members noted it was a good meeting, they appreciated staff, and to keep up the good work.

Meeting adjourned at 1:47 p.m.

APPROVED:

s/ William V. Ingram
Chairman

s/ Susan M. DeMasi
Secretary to the Authority